

25TH ANNUAL GENERAL MEETING NOTICE

NOTICE is hereby given that the 25th Annual General Meeting of the Members of eClerx Services Limited ("the Company") will be held on Wednesday, September 10, 2025 at 12:30 PM, 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, 2025, 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, 2025, together with the Reports of the Auditors thereon.
2. To declare dividend for the year ended March 31, 2025 amounting to Re. 1/- per share.
3. To appoint a Director in place of Mr. Priyadarshan Mundhra (DIN: 00281165), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To appoint M/s. Mehta & Mehta, Company Secretaries (Firm Registration Number: P1996MH007500) as the Secretarial Auditor of the Company for a term of 5 (five) years and to fix their remuneration.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution(s)**:

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, and pursuant to the recommendations of the Audit Committee and the Board of Directors, approval of the members be and is hereby accorded to appoint M/s. Mehta & Mehta, Company Secretaries (Firm Registration Number: P1996MH007500) as Secretarial Auditor of the Company, for a term of 5 (five) consecutive years commencing from financial year 2025-26 till financial year 2029-30 at such remuneration and terms and conditions as may be mutually agreed between the Board of Directors

(including its Committee thereof) and the Auditors and to avail any other services, certificates or reports as may be permissible under applicable laws.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee(s) of the Board) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

5. To approve payment of remuneration by way of commission to Non-Executive Independent Directors 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 in supersession of earlier resolution(s) dated September 21, 2022 passed for this purpose, and pursuant to Section 197, Rules made thereunder and all other applicable provisions, if any, of Companies Act, 2013 ('Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the laws prevailing for the time being and such alterations and modifications, if any, that may be effected pursuant to any change in policies, Acts or Laws, Guidelines, Rules and Regulations relating to Managerial Remuneration or in response to any application(s) for review and re-consideration submitted by the Company in that behalf to the concerned authorities, if any, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as 'the Board' which term shall be deemed to include any Committee(s), including Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers conferred by this resolution), for making payment of remuneration by way of commission to Non-Executive Independent Directors of the Company, an aggregate sum not exceeding 1% of net profit of the Company for the respective financial year, as calculated, *inter-alia*, in accordance with the provisions of Section 198 of the Act, subject to a limit of Rs. 50,00,000/- (Rupees Fifty Lakhs Only) per annum per Non-Executive Independent Director for the period commencing from financial year 2025-26 till financial year 2027-28, in addition to the fees payable to them for attending the meeting(s) of Board of Directors of the Company or any Committee(s) thereof, besides reimbursement of actual expenses for attending the same, as permitted.

RESOLVED FURTHER THAT subject to the provisions of the Act and/or any other Rules, Regulations and legislations present and future as are/may become applicable, the Board be and is hereby authorised to define the process and periodicity pertaining to such payment provided the total aggregate remuneration to the Non-Executive Independent Directors will not exceed the limits as aforesaid for the respective financial year in conformity with the provisions of the Rules, Regulations, legislations, the Memorandum and Articles of Association of the Company, SEBI Guidelines and any other applicable laws.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable, without requiring the Board to secure any further consent or approval of the

Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

**sd/-
Pratik Bhanushali**
VP – Legal & Company Secretary
F8538

Date: July 24, 2025
Place: Mumbai

Registered Office:

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

NOTES:

- Pursuant to General Circular No. 09/2024 dated September 19, 2024 (In continuation with the Circulars issued earlier in this regard), issued by the Ministry of Corporate Affairs, Government of India (“MCA Circular”) and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of Companies Act, 2013 (“Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 25th 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 and accordingly, the AGM of the Company is being held through VC. Attendance Slip is not annexed hereto. The deemed venue for the AGM shall be 4th Floor, Express Towers, Nariman Point, Mumbai – 400 021.
- 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 for AGMs to be held this year. 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.

- 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.
- Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed hereto.
- 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 Circular, SEBI Circular and Listing Regulations Third Amendment dated December 12, 2024, Notice convening the 25th AGM along with the Annual Report 2025 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 SEBI Circular. Additionally, as per Regulation 36(1)(b) of the Listing Regulations, a letter providing the weblink of the Annual Report for FY 2024-25, 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 2025 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>.

7. PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM

- (i) Members will be provided with a facility to attend the AGM electronically through video conference 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 Friday, September 5, 2025 (9:00 a.m. IST) up to Monday, September 8, 2025 (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.
- (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 Friday, September 5, 2025 (9:00 a.m. IST) up to Monday, September 8, 2025 (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. Sashidhar Mannava, Vice President, Kfintech at einward.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 SEBI/HO/IMD/DF4/CIR/P/2021/29 dated March 5, 2021, 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 22, 2025.
 12. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 4 and 5 of the Notice, is annexed hereto. 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. Wednesday, September 3, 2025 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 Sunday, September 7, 2025 (9:00 a.m. IST) and will end on Tuesday, September 9, 2025 (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 purpose 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. Wednesday, September 3, 2025.

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 DPs. 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/DPs 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 DPs to access e-voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1. Existing user who have opted for Electronic Access to Securities Information (“Easi/Easiest”) facility: <ol style="list-style-type: none"> i. Visit https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com. ii. Click on New System Myeasi. iii. Login to Myeasi option under quick login. iv. Login with the registered user Id and password. v. Members will be able to view the e-voting Menu. vi. 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. 2. User not registered for Easi/Easiest: <ol style="list-style-type: none"> i. Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration for registering. ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote. 3. Alternatively, by directly accessing the e-voting website of CDSL: <ol style="list-style-type: none"> i. Visit www.cdslindia.com. ii. Provide demat account number and PAN. iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. iv. 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. v. 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	<ol style="list-style-type: none"> 1. 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 and voting during the meeting. 2. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users: <ol style="list-style-type: none"> i. Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. 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. 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. iv. Click on company name i.e. ‘eClerx Services Limited’ or ESP i.e. Kfintech. v. Members will be re-directed to Kfintech’s website for casting their vote during the remote e-voting period. 3. Those not registered under IDeAS: <ol style="list-style-type: none"> i. Visit https://eservices.nsdl.com for registering. ii. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. iii. Visit the e-voting website of NSDL https://www.evoting.nsdl.com. 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. 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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</p> <p>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.</p> <p>viii. Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>i. Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility.</p> <p>ii. Once logged-in, Members will be able to view e-voting option.</p> <p>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.</p> <p>iv. Click on options available against 'eClerx Services Limited' or 'Kfintech'.</p> <p>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.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 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, email 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 email 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 Ids and password. They will have to follow the following process:

- a. Launch internet browser and type the URL: <https://emeetings.Kfintech.com> in the address bar.
- b. 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.
- c. After entering the details appropriately, click on LOGIN.
- d. 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.
- e. You need to login again with the new credentials.
- f. On successful login, the system will prompt you to select the EVENT i.e. eClerx Services Limited.
- g. 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.
- h. 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.
- i. 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. Sashidhar 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 or call Kfintech's toll free No. 1800 309 4001 for any further clarifications.
- 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.

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 Monday, September 8, 2025 (5:00 p.m. IST), so that the information could be compiled in advance.

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 Wednesday, September 10, 2025 but within the statutory time limit of 30 days, to those Members whose names are registered in the Register of Members/List of Beneficial Owners of the Company as on the record date i.e., Friday, August 22, 2025 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 22, 2025 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. 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. In case of shareholders who have not registered their bank details, demand drafts will be sent to them in due course of time. Members are encouraged to utilise the NECS for receiving dividend.
- d. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 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).
- e. 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.
- f. A resident shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email or by visiting <https://ris.Kfintech.com/form15/> on or before Thursday, August 21, 2025 to enable the Company to determine the appropriate TDS/withholding tax rate applicable. Any communication on the tax determination/deduction received post 5 p.m. on Thursday, August 21, 2025 shall not be considered.
- g. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, 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/form15/> on or before Thursday, August 21, 2025.
- h. 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).
- i. Application of TDS rate is subject to necessary verification by the Company of the shareholder details as available in Register of Members/ List of Beneficial Owners 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.
- j. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of 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.
- k. Effective April 1, 2024, SEBI via SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024 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 in electronic mode. 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/investors/information-for-physical-shareholders/>.

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-physical-shareholders/>, 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.

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

Item No. 4

In terms of Regulation 24A of Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing regulations") read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 dated December 12, 2024, and other applicable provisions, the Company can appoint a peer reviewed firm as secretarial auditor for not more than 2 (two) terms of 5 (five) consecutive years. M/s. Mehta & Mehta, Company Secretaries (Firm Registration Number: P1996MH007500) is eligible for appointment for a period of 5 (five) years and based on the recommendations of the Audit Committee, the Board of Directors, at its meeting held on July 24, 2025 approved their appointment as secretarial auditor of the Company to hold office for the first term of 5 (five) consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30. The appointment is subject to approval of the shareholders of the Company.

Mehta & Mehta is a 25-year-old firm which strives for quality and excellence in legal and secretarial consultancy and which covers varied areas of the corporate field and diverse avenues of corporate laws and other related areas. The firm started out as a practicing company secretaries' firm, and today their bouquet of services includes Management, Mentoring, Strategizing, Finance, Legal, Compliance, HR, Secretarial, Marketing, Operations, Sustainability and so on.

The recommendations are based on the fulfilment of the eligibility criteria and qualification prescribed under the Act and Rules made thereunder and SEBI Listing Regulations.

The proposed fees to be paid to M/s. Mehta & Mehta, Company Secretaries for performing the Secretarial Audit of FY2025-26 is Rs. 2,65,000 (Two Lakh Sixty Five Thousand Only), plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the performance of services and for the remaining tenure, such fees as may be mutually agreed between the Board of Directors and M/s. Mehta & Mehta, Company Secretaries, from time to time. In addition to the secretarial audit, the Company may also avail such other permissible services in the nature of certifications and other professional work from M/s. Mehta & Mehta, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee.

M/s. Mehta & Mehta, Company Secretaries, have given their consent to the said appointment and confirmed that their aforesaid appointment (if approved) would be within the limits specified by Institute of Company Secretaries of India. Furthermore, in terms of the amended regulations, M/s. Mehta & Mehta has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 4 of the notice. The Board recommends the resolution set forth in Item No. 4 for approval of members.

Item No. 5

The Members of the Company at their 22nd Annual General Meeting (AGM) had approved that Non-Executive Independent Directors be paid remuneration by way of commission, aggregately not exceeding 1% of the net profit of the Company for the respective financial year, subject to a limit of Rs. 35,00,000/- (Rupees Thirty-Five Lakhs only) per annum per Non-Executive Independent Director. Since the said limit of remuneration was approved from financial year 2022-23 till financial year 2024-25, it is now required to approve the remuneration for the next three years i.e. from financial year 2025-26 till financial year 2027-28.

The Company's Non-Executive Independent Directors are seasoned professionals with a high level of expertise in areas such as operational strategy, business development, corporate governance and finance amongst others. The corporate governance norms have progressively evolved in our country over the last few years and are expected to become more robust in the near future. In view of the said developments, the roles and responsibilities of the Board, particularly the Non-Executive Independent Directors, assume higher significance in the overall functioning of the Company. Pursuant to this, a Non-Executive Director will be expected to invest more time and attention in the Company's affairs.

The Board is of the firm view that the Non-Executive Independent Directors should be adequately compensated for their valuable time, efforts and guidance as also to attract and retain pool of experience, diversity and talent for growth of the Company. The Company also conducted a peer benchmarking study for the remuneration paid to Non-Executive Independent Directors across the industry which also suggested that it would be fair to revisit the above-mentioned limit. In view of the above, it is proposed to increase the above-mentioned limit of remuneration

by way of commission to Rs.50,00,000/- (Rupees Fifty Lakhs Only) per annum per Non-Executive Independent Director, for the period commencing from financial year 2025-26 till financial year 2027-28, which will be within the overall limit of 1% of the net profit of the Company for the respective financial year, computed, inter-alia, in accordance with Section 198 of the Companies Act, 2013. The same is as recommended by Nomination and Remuneration Committee and approved by Board of Directors of the Company at its meeting held on July 24, 2025. The said per annum limit of Rs. 50,00,000/- (Rupees Fifty Lakhs Only) is the upper ceiling and the Board of Directors (including any committee thereof) based *inter-alia*, on the performance of the Company will decide the actual amount payable to the Non-Executive Independent Directors in terms of commission, which may not necessarily be Rs. 50,00,000/- per annum but may even be lower than that.

Section 197 of the Companies Act, 2013 requires the special resolution to be passed by the Members of the Company in General Meeting for payment of remuneration by way of commission to Non-Executive Independent Directors. It may be noted that specified particulars of Non-Executive Independent Directors remuneration are also set out in Directors' Report and Corporate Governance Report of the Company for the financial year ended March 31, 2025.

The Non-Executive Independent Directors, (including their relatives) are interested in this Resolution insofar as the same relates to their respective remuneration and their shareholding in the Company, if any. None of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution. The Board of Directors accordingly recommends the special resolution set out at Item No. 5 of the Notice for the approval of the Members.

ANNEXURE TO THE NOTICE

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

Name	Priyadarshan Mundhra
DIN	00281165
Designation	Whole-Time Director designated as Executive Director
Age	52 years
Profession	Business Executive
Date of first appointment on the Board	March 24, 2000
Shareholding in the Company as on the date of this Notice	1,27,94,858 shares (26.85%)
Qualifications	Bachelor's Degree in Commerce from St. Xavier's College, Kolkata and a Master's Degree in Business Administration with major in Finance, from the Wharton School, University of Pennsylvania (USA).
Brief resume (Experience and Expertise)	Mr. PD Mundhra is a Co-founder and Whole-Time Director designated as Executive Director of the Company. He holds a Master's Degree in Business Administration with major in finance from the Wharton School, University of Pennsylvania and a Bachelor's Degree in Commerce from St. Xavier's College, Kolkata. Mr. Mundhra has over 24 years of experience in advising and counselling management on corporate decisions, providing strategic guidance and oversight and supervise actively the day-to-day management and administration of the Company.
Skills and capabilities required for the role	N.A.
Terms and conditions of re-appointment	As per the existing terms and conditions and in accordance agreement entered into between the Company and Mr. Mundhra.
Relationship with other directors and Key Managerial Personnel of the Company	Not related to any Director/Key Managerial Personnel
Directorships held in other Companies	<ol style="list-style-type: none"> 1. Chandak Exports Private Limited 2. Ambassador Estates and Investments Private Limited 3. Riddhi-Siddhi Realtors Private Limited 4. Anmol Realtors Private Limited 5. Mukund Realtors Private Limited 6. Urvashi Realtors Private Limited 7. Vishaal Exports Private Limited 8. Dia Exports Private Limited
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 FY2025	5 out of 5
Remuneration last drawn	Remuneration of Rs. 17.06 Million had been paid by the Company during FY2025.