

eClerx/SECD/SE/2024/115

August 28, 2024

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

Reg: Compliance under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['Listing Regulations']

Sub: Annual Report for FY2024 along with the Notice of the 24th Annual General Meeting ('AGM') of the Company

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

Pursuant to Regulation 34 of the Listing Regulations, please find enclosed the Annual Report for FY2024 together with the Notice of the 24th AGM of the Company to be held on **Thursday, September 19, 2024, at 12.30 p.m. IST** through Video Conferencing or Other Audio Visual Means.

The Annual Report for FY2024 along with the Notice of 24th AGM is being sent electronically to all the Members of the Company whose email addresses are registered with the Company/Depository Participant(s).

The above mentioned documents are also being uploaded on the website of the Company viz. www.eclerx.com.

This is for your information and record.

Thanking you,

Yours truly,
For **eClerx Services Limited**



Pratik Bhanushali
VP – Legal & Company Secretary
F8538

Encl: A/a

The logo for eClerx, featuring the company name in a sans-serif font. The 'e' is lowercase and blue, while 'Clerx' is uppercase and dark blue. The background of the entire page is a dark blue geometric pattern of triangles, with a central area showing a glowing network of nodes and lines.

ECLERX SERVICES LIMITED

ANNUAL REPORT

2023-24

A DATA ANALYTICS & PROCESS
MANAGEMENT COMPANY

[ECLERX.COM](https://www.eclerx.com)

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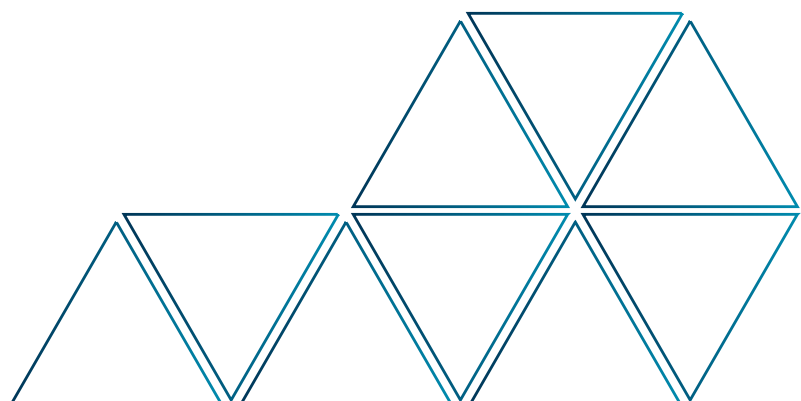


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Disclaimer: This Annual Report contains forward-looking information to enable investors to comprehend the Company's prospects and make informed investment decisions. This report and other statements – written and oral – that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried, wherever possible, to identify such statements by using words such as 'anticipate,' 'estimate,' 'expects,' 'projects,' 'intends,' 'plans,' 'believes,' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties, and assumptions. Should known or unknown risks or uncertainties materialise or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated, or projected. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events, or otherwise.

eClerx is a registered trademark of eClerx Services Limited.

WHO WE ARE

eClerx provides critical business operations services to over fifty global Fortune 2000 clients, including some of the world's leading companies across financial services, cable & telecom, retail, fashion, media & entertainment, manufacturing, travel & leisure, software and high-tech.

Incorporated in 2000, eClerx is one of India's leading process management and data analytics companies and is today traded on both the Bombay and National Stock Exchanges of India. eClerx employs 17,000+ people across Australia, Canada, Dubai, Germany, India, Italy, Netherlands, Paris, Philippines, Singapore, Switzerland, Thailand, UK, and the USA.



eClerx is one of India's leading process management and data analytics companies.

SERVICES



We specialize in transitioning, managing and transforming complex business-facing functions for many of the world's largest organizations



Offices in Australia, Canada, Dubai, Germany, India, Italy, Netherlands, Paris, Philippines, Singapore, Switzerland, Thailand, UK, and the USA



Fortune 2000 Companies Served Globally



\$354MM in Revenue across Financial Markets, Digital, Customer Operations and Technology services

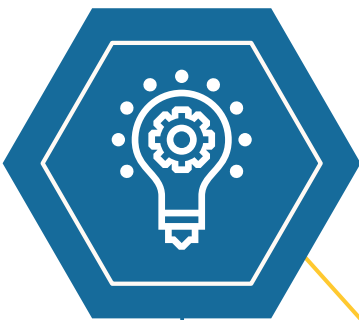


OUR VALUES



Values define our organization; they are our guiding principles. eClerx stands for **EPIC** – **Excellence, People, Integrity & Client.**

EXCELLENCE



Be passionate and commit to doing your best

PEOPLE



Invest in people and bring out the best in them

INTEGRITY



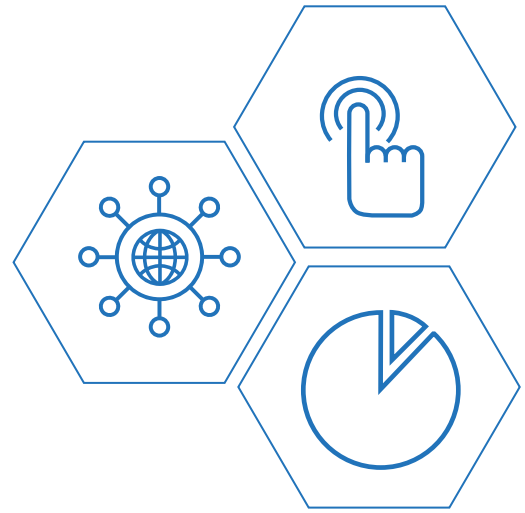
Maintain the highest standards of ethics, integrity, and fairness

CLIENT



Make clients the focus of what you do

WHAT WE DO



eClerx

CUSTOMER OPERATIONS

Operations Support | Technology Solutions | Data Analytics & Reporting | Customer Experience | Consulting Services

eClerx Customer Operations specializes in providing operational expertise and process excellence throughout the customer journey. We create solutions and services, utilizing our domain knowledge that supports our clients' evolving needs. Our suite of offerings enhances each step of the customer journey by providing advanced analytics, automation, superior technical operations and digital care. We assist companies in developing, implementing and operating multichannel customer interaction capabilities for the external and the internal customer – facing operations – transforming everyday touchpoints into a superior experience. In this way, we aid our clients in improving sales and retention, while reducing service costs and enhancing customer satisfaction.

eClerxDigital

Data Management | Analytics & Insights | Digital Marketing Operations | Creative Services

eClerx Digital is the trusted partner of choice to many of the world's largest global brands for creative production, e-commerce/web operations and analytics and insights services. We help clients maximize the results of their digital activities across the customer journey. We complement existing capabilities through data analytics and marketing support. Global industry leaders partner with us to cost-effectively scale their digital activities by leveraging our highly-skilled and blended resource model.

eClerxMarkets

Derivative Trade Support | Cash Securities Operations | Regulatory Compliance & Data | Document Management | Analytics | Technology Products

For financial organizations across the world, eClerx Markets offers consulting, technological innovation, and process management expertise to solve numerous operational challenges. We are powered by digital technologies and robotic process automation that seamlessly integrate resources and capabilities to help financial institutions improve accuracy, flexibility and adaptability. Supported by more than two decades of financial services experience, our team of experts delivers holistic solutions across the trade and client lifecycles including: trade support; settlements and clearing; KYC and client on-boarding; legal documentation services, as well as reference data and advanced analytics.

eClerxTechnology

Technology Products | Enterprise Solutions | Data | Data, Cognitive and Cloud Services

eClerx's Technology Group collaboratively delivers Analytics, RPA, AI, and Machine Learning digital technologies that enable our consultants to help businesses thrive in a connected world. Our consultants and specialists' partner with our global clients and colleagues to build and implement digital solutions through a broad spectrum of activities.

AWARDS AND RECOGNITION

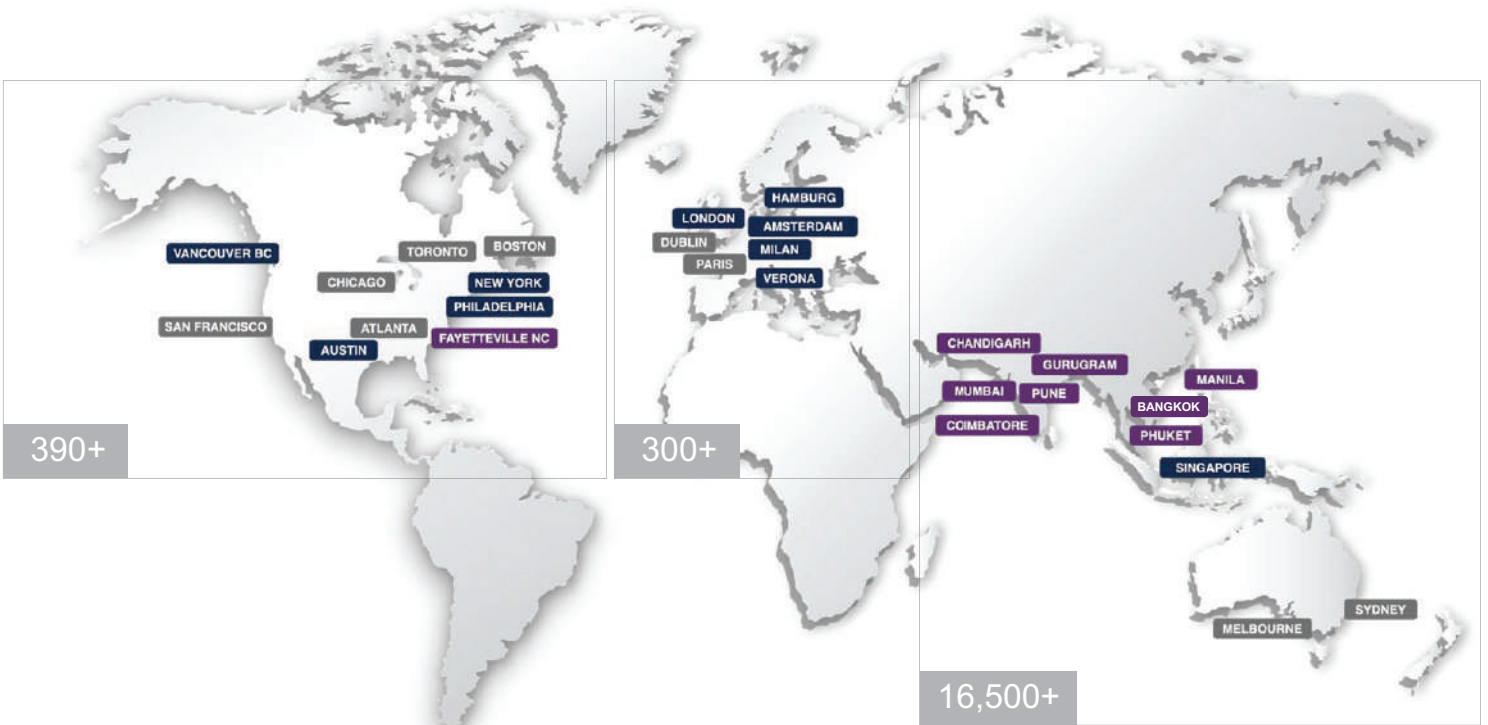


2024	Asia Pacific Stevie® Award	eClerx Secured Dual Gold in Asia-Pacific Stevie® Awards for Innovation in Human Resources Management and use of Technology in Human Resource
	2024 Globee® Award for Technology	eClerx GenAI360 Platform won the Silver 2024 Globee® Award for Technology
	Big Innovation Award 2024	eClerx GenAI360 Platform won BIG Innovation Award 2024
	Technology of the year Award 2024	eClerx Roboworx won Technology of the Year Award 2024
	MarTech Innovation in Business Awards 2024	eClerx won MarTech Innovation in Business Awards 2024 as the most client focused web design agency
	The Golden Peacock Award 2024	eClerx was awarded Golden Peacock National Quality Award 2024 for most significant achievement in the field of Quality in India
	E-Commerce Germany Awards 2024	eClerx won Bronze at the E-commerce Germany Awards for Best Analytics and BI Solution for Market360

2023	Big Data Awards 2023	Big Data Awards for the Project of the Year category, by Enterprise Big Data Framework.
	2023 Globee® Awards for Information Technology	eClerx Roboworx Named Winner in the 2023 Globee® Awards for Information Technology
	Singapore Prestige Awards 2022/23	eClerx wins Business Analytics Company of the Year-Singapore Prestige Awards 2023
	AIM's Data Engineering Award	Data Engineering Award for Data Democratization for eClerx flagship product, Athena+
	E- Commerce Germany Awards 2023	E- COMMERCE GERMANY AWARDS for Best Product Content Creation Tool
	A - Team Innovation Awards	Award for most innovative KYC investigation & due diligence
	BIG Innovation Awards 2023	BIG Innovation Awards for Roboworx from the Business Intelligence Group

2022	The AIM Award	eClerx Wins Top Honors at ASQ International
	Brandon Hall Excellence	eClerx Wins Two Brandon Hall Awards for Excellence in L&D
	The AIM Award	Top 50 Firms in India for Data Scientists To Work For – Analytics India Magazine

OUR LOCATIONS



- SALES PRESENCE
- SALES OFFICE
- PRODUCTION HUB

17,000+ employees supporting Client Operations in 50+ Countries

CORPORATE OFFICE

INDIA

eClerx Services Limited
 4th Floor, Express Towers,
 Nariman Point
 Mumbai – 400 021
 Maharashtra, India
 Phone: +91 (022) 6614 8300

REGISTERED OFFICE

INDIA

eClerx Services Limited
 CIN: L72200MH2000PLC125319
 Sonawala Building, 1st Floor,
 29 Bank Street, Fort
 Mumbai – 400 023, Maharashtra, India
 Phone: +91 (022) 6614 8301
 Fax: +91 (022) 6614 8655
 E-mail: investor@eClerx.com
 Website: www.eClerx.com

MUMBAI

Sonawala Building, 1st Floor
29 Bank Street, Fort,
Mumbai – 400 023
Maharashtra, India

4th Floor, Express Tower,
Nariman Point
Mumbai – 400 021
Maharashtra, India

Building # 11, 2nd, 3rd, 4th, 5th & 6th Floor,
K Raheja Mindspace, Plot #3
TTC Industrial Area,
Thane Belapur Road, Airoli,
Navi Mumbai – 400 708
Maharashtra, India

PUNE

Block 01, Wing A - LG, 1st, 2nd and 3rd
and Wing A & B 4th Floor,
Quadron Business Park,
Rajiv Gandhi Infotech Park,
Hinjewadi Phase 2
Pune – 411 057, Maharashtra, India

CHANDIGARH

1st, 2nd and 3rd Floor, Towers A & B
DLF Info City Developer
Rajiv Gandhi Chandigarh Technology Park,
Kishangarh, Chandigarh – 160 101, India

GURUGRAM

Ground Floor, Tower C, Building No. 6,
DLF Cyber City, DLF Phase 3, Gurugram,
Haryana 122002, India

COIMBATORE

Module 309, 3rd Floor,
Tidel Park Coimbatore Ltd, ELCOSEZ,
Villankurichi Village,
Civil Aerodrome Post,
Peelamedu, Coimbatore,
Tamil Nadu 641014, India

NEW YORK

286 Madison Avenue, 14th Floor
New York, NY 10017
United States of America

FAYETTEVILLE

235 N McPherson Church Road,
Suite 202, Fayetteville, NC 28303
United States of America

AUSTIN

8601 Ranch Rd, 2222 #450
Austin, TX 78730
United States of America

PHILADELPHIA

1880 John F Kennedy Blvd, Suite 400
Philadelphia, PA 19103
United States of America

LONDON

1 Dover Street, 4th floor
London, W1S 4LA, United Kingdom

HAMBURG

eClerx CLX, Barmbeker Str.8
22303 Hamburg, Germany

VERONA

eClerx CLX, Via dell'Artigianato, 8A
37135 Verona, Italy

MILAN

eClerx CLX, Via Donatello, 30
20131 Milan
Italy

eClerx CLX,
Via Andrea Solari, 11 – MILAN,
Lombardy 20144, IT

SINGAPORE

152 Beach Road, #14-05/06
Gateway East
Singapore 189721

PHUKET

eClerx CLX, Chaofa Rd, Palai Soi 2 44
Moo Chalong, Sub-District Muang
Phuket, Thailand

BANGKOK

No. 7, Summer Point Building,
Soi Sukhumvit 69, Room No.304-305,
Prakhanong-Nua Sub district,
Wattana District, Bangkok

MANILA

6F Aeon Center Bldg.,
North Bridgeway, Northgate Cyberzone,
Alabang, Muntinlupa, 1781 Metro Manila,
Philippines

PARIS

59, Rue de Turenne – PARIS,
Île-de-France 75003, FR

SWITZERLAND

Rue De-Candolle 22,
CH-1205 Genève,
Switzerland

DUBAI

Office#914, B2B tower,
Business Bay, Dubai, UAE

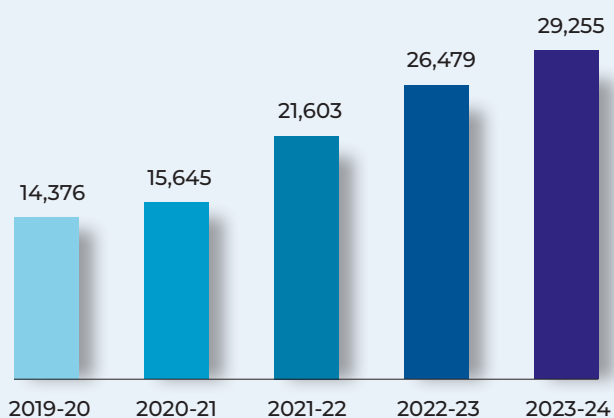
FINANCIAL HIGHLIGHTS

Particulars	2023-24	2022-23	2021-22	2020-21	2019-20
Income From Operations	29,255.43	26,478.97	21,603.45	15,644.91	14,375.71
Other Income	656.35	659.51	246.18	344.54	467.05
Earnings Before Interest, Depreciation, Taxes & Amortisation	8,404.27	7,881.66	6,852.00	4,824.88	3,702.24
Tax Expenses	1,776.05	1,638.09	1,427.29	977.97	715.47
Profit After Tax	5,117.31	4,891.81	4,177.58	2,828.21	2,089.72
Equity Share Capital	482.32	480.34	330.98	340.06	361.00
Reserves	22,050.79	16,685.20	15,357.18	14,677.08	12,707.26

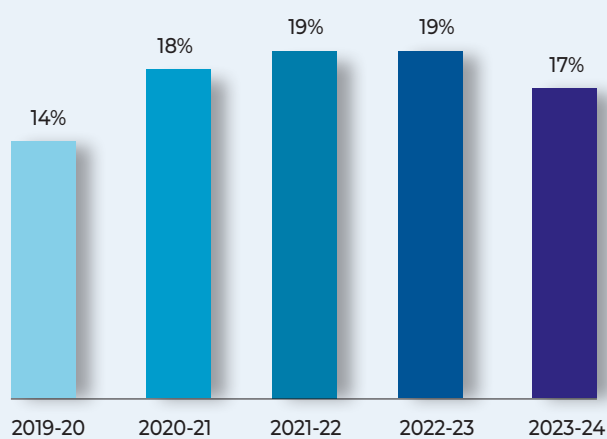




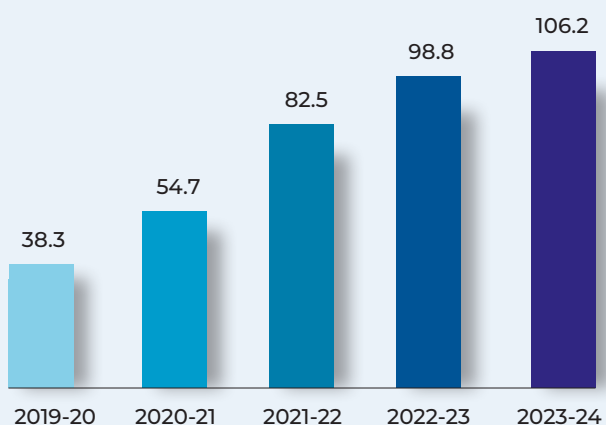
OPERATING REVENUE (RUPEES IN MILLION)



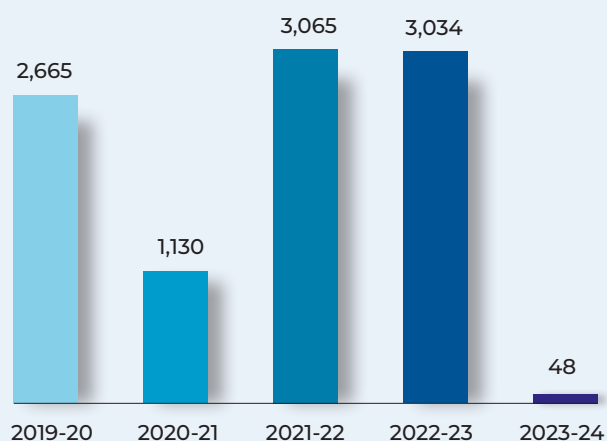
NET PROFIT AFTER TAX (%)



EPS (IN RUPEES)



CASH DISTRIBUTED TO SHAREHOLDERS (RUPEES IN MILLION)



Note: The Company concluded a Buy-Back of Rs. 3,850 Million in July 2024.

CHAIRMAN'S MESSAGE



ROBUST FINANCIAL PERFORMANCE

2023-24 was a transitional year for eClerx, as we moved from promoter-led leadership to professional leadership under our Group CEO, Kapil Jain. While there is a change of guard, the values and culture of the firm remain unchanged. The solidity of our culture and client franchise and the durability of our business model enabled us to execute on our growth agenda, deliver outstanding services to our clients, and generate value for our shareholders. For the full year, our revenue in USD terms grew by 6.4% Y-o-Y to USD 354mm, outpacing the market – this despite macroeconomic headwinds, geopolitical uncertainties, and high inflation. In INR terms, operating revenue was INR 29,255mm for the full year, up 10.5% over FY '23. Our performance resulted in 25% CAGR (5-year) in stock price growth for our shareholders, over and above our capital allocation policy of returning excess cash to shareholders through dividend and buybacks. In FY '24 we added 65 new clients and our \$10mm+ revenue cohort of clients reached 10 – an all-time high. Automation and Analytics services are at \$65mm, and Business Process as a Service (BPaaS) or managed services is now at \$86mm.

DRIVING DIFFERENTIATION

Your Company's focus on productized services including FAO, Creative, Content & Commerce, Omni-channel Customer Experience, Client Lifecycle, and Field Tech Operations for mid-market and enterprise clients, helped us dominate profitable service niches across core industries. Each of these service lines grew as we added new logos and achieved higher wallet share in existing accounts. Notable highlights of the year included the inauguration of an office in Paris to support our fast-growing fashion and luxury clients in France, the opening of an office in Bangkok to deliver cutting-edge content production services and complement our Phuket production site. We also expanded our KYC practice by opening a new Centre of Excellence in Fayetteville, NC, enabling us to deliver high end regulatory work that requires onshore presence for our financial markets' clients.

Automation continued to be our engine for innovation and growth. This year, we made significant strides in integrating GenAI across our engagements – development of horizontal products like Insights on Demand, ContentOps, CareOps and QA360 enabled us to fill whitespaces in existing clients where we have a proven track record and demonstrated right to win, and open doors with new clients. Our GenAI specialists demonstrated thought leadership by presenting several papers at international conferences –noteworthy publications include “Literature Survey on Large Language Models” at the ICCMB2024 (Singapore), “Vector Databases and Vector Embedding - Review” at the IWAIP 2023 (Indonesia) and “Performance Evaluation of

Vector Embeddings with Retrieval-Augmented Generation” at the ICCCS 2024 (China). As part of our commitment to being talent creators and not just talent consumers, we partnered with IBS (ICFAI Business School) to create the next generation of AI leaders. With NASSCOM, we are working to nurture the start-up ecosystem through various programs like GenAI Foundry and NASSCOM AI Game Changers, pressing forward our innovation agenda in GenAI and machine learning.

Our Analytics practice has been growing stronger as clients are now partnering with us on their strategic priorities around driving sales, product range strategy, accelerating and monetizing marketing efforts. Our analytics products – eMatch and M360 – continue to see greater demand and adoption in industrial / B2B and retail. We enhanced our BI solution of data storytelling and dashboarding by embedding machine learning and Gen AI capabilities to deliver actionable insights. We also doubled down on our data engineering capabilities and were recognized by Analytics India Magazine (AIM) with the “Data Engineering Democratization” award, and also won at the “Big Data Awards 2023”. Like previous years, this year again we were picked up in “AIM’s 50 Best Firms for Data Scientists to Work For”.

INVESTING IN OUR PEOPLE & CULTURE

In FY '24, we grew to 17,000+ employees across the globe as we on-boarded senior leaders in sales, client services and marketing, and specialists and consultants across business segments.

Our employees appreciated our varied learning offerings, diversity initiatives and managerial effectiveness programs, resulting in our highest ever employee engagement scores, and one of the best retention rates.

In the second half of the year, we launched a world-class employee experience platform that enables us to communicate and engage with our global workforce and drive our #OneeClerx agenda. The platform is now central to driving open and community-led interactions, and a key lever for inclusion, belongingness, and communication. In addition to employee experience, employee wellbeing also took centre-stage as a strategic priority, bolstered by a range of initiatives targeted at enhancing both mental and physical wellness. These efforts included on-site health camps, comprehensive wellness surveys, round-the-clock medical assistance, and counselling support systems.

On the Learning front, we achieved the highest learning enrolments, 92%, as we focussed on offering a number of programs to augment niche domain and technology capabilities, as part of our Skills University. We also invested in learning programs in the areas of GenAI, consulting, business storytelling and executive coaching for key leaders.

Our People function was recognized yet again by the industry – this time picking up two Gold awards at the Asia-Pacific Stevie® Awards – one for our skill of the year program and the second for leveraging the metaverse for a world-class employee on-boarding experience. We were also recognized with a “Silver award by the Brandon Hall Group – 2023” being the seventh straight year that we were recognized at Brandon Hall Group HCM Excellence Awards.

OUR COMMITMENT TO SOCIAL RESPONSIBILITY, SUSTAINABILITY, AND RISK MANAGEMENT

The thrust of our Corporate Social Responsibility (CSR) initiatives in the areas of education, employability, and

environment yielded substantial impact as we supported education from early childhood through to university, invested in skill development and placements for youth, and undertook environmental initiatives. Our employees actively participated in a raft of community programs, including upcycling wastepaper into notebooks, career counselling, résumé building, communication skills workshops, job readiness programs, and tree plantation. We impacted 24,000 lives and planted over 70,000+ trees in FY '24. We also continue to make progress on ESG initiatives – our share of electricity from renewable sources at our India offices increased from 32% to 68% over the last one year. Our facilities across India are environmentally certified to LEED standards and we were awarded the bronze medal by EcoVadis on sustainability reporting.

Finally, I want to emphasize our robust risk management culture, which stands out as one of our strengths. We have robust processes, advanced analytics, empowered risk and control functions, and a culture of transparency and clear communication. Our risks span a wide spectrum: some are financial, others operational, technological, or reputational. Recognizing that risks evolve alongside our business mix, we continuously refine our processes to address both familiar and emerging risks. We remain committed to a culture of ongoing scrutiny, critique, and enhancement of our operational frameworks, ensuring our global delivery teams can consistently deliver excellence to clients worldwide.

PREPARING FOR THE FUTURE

We have had impressive gross sales over the last 5 years. Our revenue from operations grew at an above industry CAGR of 15% over last five years and our EBITDA and net profit after tax also grew at a 5-year CAGR of 19% and 18% respectively. Over the past year, Kapil has spent time meeting customers and internal stakeholders to understand what our customers think of us, what we do well, and what we can do better. We are now at an inflection point – the Board has approved Kapil’s 4-year plan that builds on the strength of our core franchise. The firm has made significant investments to strengthen the leadership team – we hired a Chief Revenue Officer, a Chief Marketing Officer, and other senior leaders. Our strategy has never been clearer, and pivots on a sharper focus on sales, harnessing one eClerx to mine existing clients and win new clients, and deliver a unified and consistent market message. The evolving landscape and our focused strategy are paving the way for a new era for the firm. When I reflect on the strength of our position in the market, the sheer depth and breadth of our global client franchise, and the calibre of our talent, I am incredibly optimistic about the future of eClerx.

LOOKING AHEAD

In conclusion, I want to extend my heartfelt gratitude to eClerx’s global team for their unwavering passion and commitment to our clients and our business, which were instrumental in delivering strong financial results in fiscal 2024. Looking ahead to the new year, our business is propelled by strong tailwinds and a solid position in the marketplace. With our differentiated capabilities, the substantial investments we are making, and disciplined execution of our growth strategy, I am extremely confident in our ability to further expand our market presence and generate value for all our stakeholders.

Sincerely,

SHAILESH KEKRE
Chairman

CORPORATE INFORMATION

BOARD OF DIRECTORS



* Mr. Anish Ghoshal (Chairman till March 31, 2024), Mr. Biren Gabhawala and Ms. Deepa Kapoor ceased to be Directors of the Company upon completion of their second term of 5 (five) consecutive years at the close of business hours on March 31, 2024. Mr. Amit Majmudar was appointed as an Independent Director w.e.f. April 1, 2024.

CHIEF FINANCIAL OFFICER

Srinivasan Nadadhur

COMPANY SECRETARY

Pratik Bhanushali

REGISTERED OFFICE

Sonawala Building, 1st Floor, 29 Bank Street, Fort,
Mumbai – 400 023, Maharashtra, India.
Ph. No.: 022 – 6614 8301 | Fax No.: 022 – 6614 8655
E-mail: investor@eClerx.com | CIN: L72200MH2000PLC125319

REGISTRAR & TRANSFER AGENT

KFin Technologies Limited
Selenium Tower B, Plot 31-32,
Financial District, Nanakramguda, Rangareddi,
Hyderabad – 500 032, Telangana.
Toll Free No. – 1800 309 4001
Email: einward.ris@Kfintech.com

BANKERS

- Bank of India
- Citibank N.A.
- Kotak Mahindra Bank Limited
- Standard Chartered Bank
- IDFC FIRST Bank limited
- ICICI Bank Limited
- HDFC Bank Limited

AUDITORS**Statutory**

S. R. Batliboi & Associates LLP,
14th Floor, The Ruby,
29, Senapati Bapat Marg,
Dadar (W), Mumbai – 400 028,
Maharashtra, India.

Internal

Mahajan & Aibara,
Chartered Accountants LLP
Mafatlal Chambers, B Wing, 2nd Floor, N.M. Joshi Marg,
Lower Parel East, Mumbai- 400 013, India

Secretarial

Mehta & Mehta
Company Secretaries
201-206, Shiv Smriti Chambers,
2nd Floor, 49A,
Dr. Annie Besant Road,
Worli, Mumbai – 400018.

ESG INITIATIVES

In an era where corporate responsibility and sustainable practices are increasingly vital, eClerx is dedicated to transparently reporting its Environmental, Social, and Governance (ESG) performance. We recognize our role in minimizing environmental impact and promoting sustainability, and in FY2024, we achieved significant milestones, including reducing our greenhouse gas (GHG) footprint, adopting renewable energy, and transitioning to electric fleets. These efforts align with our long-term goal of achieving Net Zero.

Our commitment to social responsibility extends beyond our operations to include our employees, communities, and stakeholders. Over the past year, we have prioritized diversity and inclusion programs, employee well-being initiatives, and community engagement projects. These efforts are designed to foster a positive impact and create value for all our stakeholders.

eClerx is dedicated to serving the interests of our company and shareholders through a robust corporate governance structure that supports effective growth. In FY2024, we enhanced our governance frameworks by restructuring our ESG & CSR board committee and establishing a dedicated ESG core team to drive our performance. Upholding integrity and transparency in all our operations remains central to our corporate

governance philosophy.

We are proud of our achievements in leading global sustainability assessments, including EcoVadis, Carbon Disclosure Project (CDP), and S&P Global Corporate Sustainability Assessment (CSA). These recognitions highlight our commitment to transparency, environmental stewardship, and sustainable practices. EcoVadis has awarded eClerx a Bronze medal for 2024, reflecting our above-average performance in ESG criteria. In the S&P Global CSA, eClerx was recognized as an industry leader, scoring higher than 90% of companies in our sector, thanks to our improvements in Corporate Governance, Talent Attraction & Retention, and Business Ethics. For the CDP, as first-time respondents, we achieved a grade of 'C' in Climate and Water, placing us in the 'Average Performance' category.



Looking ahead, eClerx remains steadfast in advancing sustainability across all facets of our business. We are committed to further reducing our environmental footprint, enhancing social welfare, and advancing governance practices and business ethics. Our journey toward sustainability is ongoing, and we are dedicated to working 'Towards Sustainable Business' with a positive impact, maintaining transparency, accountability, and making meaningful contributions to environmental, social, and governance practices.



We continue to align our ESG strategy on 10 out of the 17 Sustainable Development Goals defined by UNDP



HIGHLIGHTS OF THE KEY PERFORMANCE INDICATORS



ENVIRONMENT

- Renewable electricity consumption increased 2.2 times compared to FY23. It is now standing at 64% of our overall electricity consumption in India and Manila locations constituting more than 90% of our workforce
- Saved 639 tons of CO₂ through our EV fleet initiative, equivalent to 19,809 full-grown trees in FY24
- Recycling 100% of wastewater at all India locations (same as last year)
- 94% of our offices in India are LEED certified
- Expanded the coverage and tracking of waste and water data to our global locations which was earlier restricted to just three locations in India



SOCIAL

- Improved overall gender diversity from 37% in FY23 to 38.7% in FY24
- 6,185 freshers hired in FY24 in India, an increase of 6.25% compared to previous FY
- Initiated Pride@eClerx to celebrate diversity and promote a work environment which is inclusive and equitable for all our employees
- Impacted over 24,000 lives through CSR activities in FY24



GOVERNANCE

- Independent Directors make up 72.73% of the total board
- Achieved an average board meeting attendance rate of 100%
- Trained 93.99% of staff on Anti-Bribery and Anti-Corruption Policies
- Implemented dual approval for 100% of vendor spend decisions

IMPORTANT INITIATIVES UNDERTAKEN

ENVIRONMENT

Promoted renewable power use across all offices, increasing its share of total electricity consumption from 32% in FY23 to 68% in FY24

Set up EV charging stations in office campuses to support our fleet and encourage adoption among employees and transport vendors

Planted over 70,000 native trees (e.g., coconut, mango, jackfruit) through CSR funding on farmers' lands, positively impacting over 160 farmers in four states

SOCIAL

Upskilled over ~4,000 students and placed over ~1600 youth from underprivileged communities in IT/ITES, manufacturing, and BFSI sectors through CSR initiatives

Conducted various talk shows, seminars and panel discussions on 'Diversity, Equity and Inclusion' on International Women's Day

Launched a brand new global intranet to unify all our employees and bring them onto one common platform enabling collaboration and promoting #oneeClerx culture

Organized blood donation camps in Mumbai, Pune, and Chandigarh offices, with over 500 donors contributing to the health of approximately 1,500 beneficiaries

Started engaging with our critical value chain partners on aspects of sustainable sourcing. Trained 79% of critical vendors eClerx's sustainable sourcing policy

GOVERNANCE

Conducted special fraud risk training, including mock phishing drills, refresher training, and onboarding tests

Due Diligence Questionnaire in place to assess vendors' commitment to sustainability during selection and onboarding

Ensured 99.4% of our workforce underwent background verifications, with no breaches of the code of ethics in FY24

Continued to enhance cybersecurity with new tools and external vulnerability assessments

The eClerx Sustainability Report for FY24, detailing our Environmental, Social, and Governance (ESG) initiatives and commitment to a sustainable future, will be published in due course.

ECLERX CARES

The thrust of our Corporate Social Responsibility (CSR) initiatives in the areas of education, employability, and environment yielded substantial impact as we supported education from early childhood through to university, invested in skill development and job placements for disadvantaged youths, and planted ~70,000 saplings – these CSR programs positively impacted 15,000 lives. Our eClerx Cares Team enabled our employees to actively participate in a raft of community programs, including upcycling waste paper into notebooks, career counselling, résumé building, communication skills workshops, job readiness programs, and tree plantation – touching approximately 24,000 individuals.



24TH ANNUAL GENERAL MEETING NOTICE

NOTICE is hereby given that the 24th Annual General Meeting of the Members of eClerx Services Limited ("the Company") will be held on Thursday, September 19, 2024 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, 2024, 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, 2024, together with the Reports of the Auditors thereon.
2. To declare dividend for the year ended March 31, 2024 amounting to Re. 1/- per share.
3. To appoint a Director in place of Mr. Anjan Malik, (DIN: 01698542) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants, Mumbai as Statutory Auditors of the Company in place of the retiring auditor M/s. S.R. Batliboi & Associates LLP and to fix their remuneration.

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as may be applicable (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendations of the Audit Committee and Board of Directors, approval of the members of the Company be and is hereby accorded to appoint M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration Number: 012754N/N500016), as the Statutory Auditors of the Company, for the first term of 5 (Five) consecutive years i.e. from the conclusion of the 24th Annual General Meeting upto the conclusion of the 29th Annual General Meeting in place of the retiring Statutory Auditors, M/s. S.R. Batliboi & Associates LLP (Firm Registration No. 101049W/E300004), whose term shall expire at the conclusion of forthcoming 24th Annual General

Meeting, on such remuneration as may be mutually agreed upon between the Board of Directors and the auditors.

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."

SPECIAL BUSINESS:

5. Amendment of Articles of Association 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 Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 as may be applicable (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for the following amendments to the Articles of Association of the Company:

In the AOA, Clause 111, Whole-time Directors will be added in the existing clause as below:

"At every annual meeting, one-third of the Non-Executive, Non-Independent Directors and Whole-time Directors (including First Directors, if any) shall retire by rotation in accordance with provisions of Section 152 of the Act".

In the AOA, Clause 139(2), the last line will be read as *Whole-time Directors are subject to retire by rotation* instead of *Whole-time Directors are not liable to retire by rotation* in the existing clause as below:

"A Whole-time Director shall (subject to the provisions of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other Directors, and he shall, ipso facto and immediately, cease to be Whole-time Director, if he ceases to hold the Office of Director from any cause, Whole-time Directors are subject to retire by rotation."

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.”

6. To consider and approve re-appointment of Mr. PD Mundhra (DIN: 00281165) as Whole-Time Director for a period of 5 (Five) Years, effective from April 1, 2025.

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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Schedule V to the Act and the laws prevailing for the time being and subject to the approval of the Central Government, if applicable and required, 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 Company be and is hereby accorded for re-appointment of Mr. PD Mundhra (DIN: 00281165) as Whole-Time Director designated as Executive Director of the Company for the period of 5 (Five) years, from April 1, 2025 to March 31, 2030, upon the terms and conditions set out in the explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to alter and vary the terms and conditions of the said re-appointment, remuneration and/or

agreement in such manner and to such extent as may be agreed between the Board of Directors and Executive Director so as not to exceed the limits specified in Schedule V to the Act including any amendments thereto.

RESOLVED FURTHER THAT where in any financial year the Company has no profits or its profits are inadequate, the Company do pay to Mr. PD Mundhra, remuneration as specified above by way of salary, perquisites and other allowances not exceeding the ceiling limit specified under Section II of Part II of Schedule V to the Act (including any amendment(s) or re-enactment(s) thereof).

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board of Directors of the Company 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, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage 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: August 13, 2024
Place: Mumbai

Registered Office:

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

NOTES:

1. Pursuant to General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (“MCA Circular”) and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 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 24th Annual General Meeting (“AGM”) of the Company is being conducted

through VC/OAVM facility, which does not require physical presence of Members at a common venue and accordingly, Attendance Slip is not annexed hereto. The deemed venue for the AGM shall be 4th Floor, Express Towers, Nariman Point, Mumbai – 400 021.

2. Members attending the meeting through VC/OAVM facility will be counted as quorum. 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.

3. The Company has engaged the services of M/s. KFin Technologies Limited ("Kfintech"), Registrar and Share Transfer Agent ("RTA"), to provide VC facility and e-voting facility for the AGM.
4. 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.
5. Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed hereto.

6. DISPATCH OF ANNUAL REPORT

In terms of the MCA Circular and SEBI Circular, Notice convening the 24th AGM along with the Annual Report 2024 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. The Notice of AGM along with the Annual Report 2024 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 Saturday 14, 2024 (9:00 a.m. IST) up to Tuesday, September 17, 2024 (5:00 p.m. IST). Alternatively, Members may register themselves as a speaker, during such time, 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 Saturday 14, 2024 (9:00 a.m. IST) up to Tuesday, September 17, 2024 (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. S V Raju, Deputy Vice President of 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 w.e.f. April 1, 2022.

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 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 Register of Members and Share Transfer Books will remain closed from Saturday, September 7, 2024 to Thursday, September 19, 2024 (both days inclusive) for the purpose of payment of dividend for the financial year ended March 31, 2024, if any, approved by the Members.
12. Pursuant to Regulation 36(3) of the Listing Regulations, brief profile of the Directors who are proposed to be re-appointed is annexed hereto.
13. The applicable statutory registers and the certificate from the Secretarial Auditors 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 as on the cut-off date i.e. Thursday, September 12, 2024 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 Monday, September 16, 2024 (9:00 a.m. IST) and will end on Wednesday, September 18, 2024 (5:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently or cast their vote again. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. Thursday, September 12, 2024.

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 (ICSI Unique Code 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

As per the SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, e-voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their

demat account maintained with Depositories and DPs. Shareholders are advised to update

their mobile number and email Id in their demat accounts in order to access e-voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting their vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also link provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</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 toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DPs, and members holding shares in physical mode are requested to update their email addresses with Kfintech at einward.ris@kfintech.com, to receive correspondences in electronic mode. Members may follow the process detailed below for registration of email ID and update of bank account details for the receipt of dividend.

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
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#>

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:

- | | |
|--|---|
| a. Initial Password is provided in the body of the email. | 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. |
| b. Launch internet browser and type the URL: https://evoting.kfintech.com in the address bar. | |
| c. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio | d. After entering the details appropriately, click on LOGIN. |

- e. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f. You need to login again with the new credentials.
- g. On successful login, the system will prompt you to select the EVENT i.e. eClerx Services Limited.
- h. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- i. Click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- j. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- k. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), 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 "Corporate Name_Event No."
- l. 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. S V Raju, Deputy Vice President (Unit: eClerx Services Limited) of KFin Technologies Limited, Selenium Tower B, Plot 31-32, Financial

District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana or at evoting@kfintech.com or call KFinTech's toll free No. 1800 309 4001 for any further clarifications.

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.

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 Tuesday, September 17, 2024 (5:00 p.m. IST), so that the information could be compiled in advance.
- b. immediately intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, bank mandate details, etc., to their DPs in case the shares are held in electronic form and to Kfintech, Unit: eClerx Services Limited, KFin Technologies Ltd., Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana, in case of shares held in physical form, in prescribed Form ISR-1 and other forms as made available on Company's website at <https://eclerx.com/investor-relations/forms-for-physical-shareholders/>.
- c. not leave their demat account(s) dormant for long and obtain periodic statement of holdings from your respective DP(s) and also verify your holdings to prevent fraudulent transactions.

16. Dividend and Related Information

- a. Dividend, as recommended by the Board of Directors, if approved at the AGM, shall be paid on or after Thursday, September 19, 2024 but

- within the statutory time limit of 30 days, to those Members whose names are registered in the Register of Members of the Company on Friday, September 6, 2024 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, September 6, 2024, 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, dividend not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to Investor Education and Protection Fund.
 - 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 Saturday, September 7, 2024 to enable the Company to determine the appropriate TDS/withholding tax rate applicable. Any communication on the tax determination/deduction received post Saturday, September 7, 2024 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 Saturday, September 7, 2024.
 - h. Members will be able to download the TDS certificate from the Income Tax Department's website <https://incometaxindiaefiling.gov.in> (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 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 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, KFin Technologies Limited, at einward.ris@kfintech.com. The forms for updating the same are available at <https://eclerx.com/investor-relations/information-for-physical-shareholders/>

17. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 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/investor-relations/forms-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/investor-relations/forms-for-physical-shareholders/>, along with the documents/details specified therein.

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

Item No. 4

This Explanatory Statement is in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), though statutorily not required in terms of Section 102 of the Companies Act, 2013 ("the Act").

S.R. Batliboi & Associates LLP (Firm Registration No. 101049W/E300004) the current statutory auditors would complete their tenure of two terms of five years each as per the requirements of Section 139 of Companies Act, 2013 and would retire at the conclusion of the forthcoming 24th Annual General Meeting (AGM).

Based on the recommendation of the Audit Committee, the Board at its meeting held on March 13, 2024, approved the appointment of **M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration Number: 012754N/N500016)**, as the Statutory Auditors of the Company, for the first term of 5 (Five) consecutive years i.e. from conclusion of the 24th Annual General Meeting upto the conclusion of the 29th Annual General Meeting, subject to the approval of the shareholders, in place of the retiring Statutory Auditors, M/s. S.R. Batliboi & Associates LLP.

Proposed fees to be paid to M/s. Price Waterhouse Chartered Accountants LLP shall not exceed Rs. 18,000,000 (Rupees Eighteen million only) per annum at group level, plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the performance of services. The proposed fee can be further revised by the Board of Directors considering change in scope of work, regulatory changes or change in law etc. There is no material change in the fees payable to them than to fees paid to the outgoing auditor.

The credentials and the eligibility of M/s. Price Waterhouse Chartered Accountants LLP as per the criteria prescribed under the Act have been duly considered by the Audit Committee while recommending their appointment as the Statutory Auditors to the Board of Directors.

M/s. Price Waterhouse Chartered Accountants LLP, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141 of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of Section 139 and Section 141 of the Act read with Companies (Audit and Auditors) Rules, 2014.

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 at Item No. 4 to be passed as an ordinary resolution.

Item no. 5

As per the existing Clause 111 and Clause 139(2) of Articles of Association of the Company, Whole-time Director is not liable to retire by rotation.

The Board of Directors at its meeting held on August 13, 2024, approved below amendments to the relevant clauses of Articles of Association so as to make the Whole-time Director liable to retire by rotation, in order to ensure compliance with the provisions of Section 152(6) of the Companies Act, 2013 considering recent changes in the Board composition, subject to the approval of the shareholders.

Sr. No.	Old provision	Amended provision
Clause 111	At every annual meeting, one-third of the Non-Executive and Non-Independent Directors (including First Directors, if any) shall retire by rotation in accordance with provisions of Section 152 of the Act.	At every annual meeting, one-third of the Non-Executive, Non-Independent Directors and Whole-time Directors (including First Directors, if any) shall retire by rotation in accordance with provisions of Section 152 of the Act.
Clause 139(2)	A Whole-time Director shall (subject to the provisions of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other Directors, and he shall, <i>ipso facto</i> and immediately, cease to be Whole-time Director, if he ceases to hold the Office of Director from any cause, Whole-time Directors are not liable to retire by rotation.	A Whole-time Director shall (subject to the provisions of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other Directors, and he shall, <i>ipso facto</i> and immediately, cease to be Whole-time Director, if he ceases to hold the Office of Director from any cause, Whole-time Directors are subject to retire by rotation.

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.5 of the notice. The Board recommends the Resolution at Item No. 5 to be passed as a special resolution.

Item no. 6

Mr. PD Mundhra, aged 51 years, is a Co-founder and Whole-Time Director designated as Executive Director (ED) 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. As the Promoter and Whole-Time Director of the Company, he is responsible for 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. Mr. PD Mundhra serves the Board since March 2000.

The remuneration payable to Mr. PD Mundhra, with effect from April 1, 2020, was determined pursuant to the special resolution passed by shareholders of the Company in 19th Annual General Meeting held on August 29, 2019.

The present term of Mr. PD Mundhra, Whole-Time Director of the Company is expiring on March 31, 2025. The Board of Directors of the Company ('the Board') at its meeting held on August 13, 2024 has, subject to approval of members, approved re-appointment of Mr. PD Mundhra (DIN: 00281165) as Whole-Time Director designated as Executive Director of the Company for a further period of five years, from April 1, 2025 to March 31, 2030, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board. It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. PD Mundhra as a Whole-Time Director designated as Executive Director of the Company in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. PD Mundhra are as under:

- 1. Tenure:** April 1, 2025 to March 31, 2030
- 2. Nature of Duties:** The Executive Director shall devote his whole-time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interest of the Company.
- 3. Remuneration:**
 - a. Annual Gross Salary: Within the range between Rs. 17,000,000 (Rupees Seventeen million only) – Rs. 25,000,000 (Rupees Twenty five million only) per annum with annual increments effective 1st April each year as may be decided by the Board, based on merits and taking into account the Company's performance for the year. The benefits, perquisites and allowances will be determined by the Board of Directors from time to time.
 - b. Other perquisites
 - i. Leave Encashment as per the policy of the Company;
 - ii. Gratuity as per the policy of the Company; and
 - iii. Mediclaim and Personal Accident Insurance – as per the policy of the Company.

4. Other terms of appointment:

- (a) Mr. PD Mundhra will be entitled to reimbursement of all entertainment, traveling, hotel and other expenses actually incurred for the purpose of business of the Company.
- (b) He shall not be paid any sitting fees for attending Board/Committee meetings.
- (c) The Tenure will be subject to termination by 3 months' prior notice in writing on either side.

The draft agreement between the Company and Mr. PD Mundhra is available for inspection at the registered office of Company on all days except Saturday and Sunday during business hours between 10.00 am to 6.00 pm up to the date of AGM.

Mr. PD Mundhra satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The relatives of Mr. PD Mundhra may be deemed to be interested in the resolution set out at Item No. 6 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except this, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board recommends passing of the special resolution for approval of re-appointment of Mr. PD Mundhra (DIN:00281165) as Whole-Time Director for a period of 5 (Five) Years, effective from April 1, 2025, as set out at item No. 6 of this Notice, for approval of the members.

ANNEXURE TO THE NOTICE

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

Name	Anjan Malik	PD Mundhra
DIN	01698542	00281165
Designation	Non- Executive Director	Whole-Time Director designated as Executive Director
Age	54 years	51 years
Profession	Business Executive	Business Executive
Date of first appointment on the Board	May 10, 2000	March 24, 2000
Shareholding in the Company as on the date of this Notice	1,27,89,553 shares (26.84%)	1,27,94,858 shares (26.85%)
Qualifications	Bachelor's Degree in Physics, with honours from the Imperial College of Science and Technology, London (UK) and a Masters of Business Administration degree in Finance from the Wharton School of Pennsylvania (USA)	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. Anjan Malik, is a co-founder and Non-Executive Director of eClerx Services Limited and the Executive Director of its on-shore subsidiaries. He has over 33 years of experience across consulting, investment banking and knowledge process outsourcing. He has worked with Accenture in Europe and Lehman Brothers in the US before starting eClerx with Mr. PD Mundhra, in 2000	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 23 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.	N.A.
Terms and conditions of re-appointment	As per the existing terms and conditions and in accordance with the provisions of Companies Act, 2013	As per the resolution at item No. 6 of the Notice read with explanatory statement thereto
Relationship with other directors and Key Managerial Personnel of the Company	Not related to any Director/Key Managerial Personnel	Not related to any Director/Key Managerial Personnel
Directorships held in other Companies	N.A.	<ol style="list-style-type: none"> Chandak Exports Private Limited Ambassador Estates & Investments Private Limited Riddhi-Siddhi Realtors Private Limited Anmol Realtors Private Limited Mukund Realtors Private Limited Urvashi Realtors Private Limited Vishaal Exports Private Limited 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.	N.A.
The number of meetings of the Board attended during FY2024	5 out of 5	5 out of 5
Remuneration last drawn	<p>No remuneration had been paid, by the Company, during FY2024.</p> <p>However, he was paid Rs. 19.20 Million (which includes Rs. 10.88 Millions of bonus provisions) from eClerx Limited, (U.K.) and Rs. 8.32 million from eClerx Investments (U.K.) Limited, wholly owned subsidiaries of the Company during FY2024.</p>	<p>Remuneration of Rs. 27.60 Million had been paid, by the Company during FY2024.</p>

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present their 24th Annual Report along with the audited annual accounts for the financial year ended March 31, 2024.

1. FINANCIAL HIGHLIGHTS

The key aspects of the Company's financial performance for the year ended March 31, 2024 are tabulated below:

(Rupees in Million)

Particulars	Standalone		Consolidated	
	2023-24	2022-23	2023-24	2022-23
Income from operations	20,948.30	18,881.61	29,255.43	26,478.97
Other Income	451.07	567.19	656.35	659.51
Total Revenue	21,399.37	19,448.80	29,911.78	27,138.48
Operating Expenses	15,774.46	13,659.11	21,507.51	19,256.82
Earnings before interest, tax, depreciation and amortization (EBITDA)	5,624.91	5,789.69	8,404.27	7,881.66
EBITDA%	26.29%	29.77%	28.10%	29.04%
Finance Costs	187.13	162.40	234.84	211.62
Depreciation, goodwill & amortization expenses	639.15	587.31	1,257.72	1,140.14
Earnings before Exceptional Items, Interest & Tax	4,798.63	5,039.98	6,911.71	6,529.9
Exceptional Items	-	-	(18.35)	-
Net Profit before Tax (PBT)	4,798.63	5,039.98	6,893.36	6,529.90
Taxes	1,228.20	1,255.96	1,776.05	1,638.09
Profit for the year before minority interest	3,570.43	3,784.02	5,117.31	4,891.81
Minority interest	-	-	2.75	3.61
Net Profit attributable to shareholders	3,570.43	3,784.02	5,114.56	4,888.20
NPM%	16.68%	19.46%	17.11%	18.03%

2. OPERATIONAL AND FINANCIAL STATE OF AFFAIRS OF THE COMPANY

The information on operational and financial performance is provided under the Management Discussion and Analysis Report which has been prepared, *inter-alia*, in compliance with the provisions of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Apart from the information contained in Notes to the Financial Statements, no material changes and commitments have occurred after the closure of FY2024 till the date of this Report, which would affect the financial position of the Company.

3. GENERAL RESERVE

The Board has not recommended transfer of any amount of profit to reserves during the year under review. Hence, the entire amount of profit for the year under review has been carried forward to Retained Earnings.

4. RETURN OF SURPLUS FUNDS TO SHAREHOLDERS

• DIVIDEND

Based on the overall Company's performance, the Directors are pleased to recommend a dividend of Re. 1/- (10%) per share. The total quantum of dividend payout, if approved by the Members, will be about Rs. 49.03 million.

In view of the changes made under the Income-tax Act, 1961 by the Finance Act, 2020, dividend paid or distributed by the Company shall be taxable in the hands of the shareholders. The Company shall, accordingly, make the payment of the final dividend after deduction of tax at source as per applicable tax rates.

The Company had paid a dividend of Re. 1/- per share (10%) in the previous year. The Company intends to maintain historical payout ratio and is exploring efficient methods to achieve the same. The historical data of dividend distributed by the Company is as follows:

Sr. No.	Dividend	FY2023	FY2022	FY2021	FY2020	FY2019	FY2018	FY2017
1	Total Dividend for the year	1.00	1.00	1.00	1.00	1.00	1.00	1.00
2	Dividend as % EPS (Basic)	1.01%	1.21%	1.23%	1.75%	1.66%	1.80%	1.40%
3	Dividend as % Profit After Tax	1.00%	0.84%	1.20%	1.73%	1.66%	1.80%	1.40%
4	Tax Amount (Rs. Million)	-	-	-	-	7.60	7.95	8.12

The Register of Members and Share Transfer Books will remain closed from Saturday, September 7, 2024 to Thursday, September 19, 2024 (both days inclusive) for the purpose of ascertaining entitlement for the said dividend. The 24th Annual General Meeting of the Company is scheduled to be held on Thursday, September 19, 2024.

The dividend declared by the Company for FY2024 is in compliance with the Dividend Distribution Policy.

• BUYBACK

The Board of Directors vide their meeting dated May 16, 2024 approved, subject to shareholders' approval, buy back of not exceeding 1,375,000 fully paid up equity shares having a face value of Rs. 10/- at a buy back price of Rs. 2,800/- for an amount not exceeding Rs. 3,850 Millions, from the shareholders/beneficial owners of the company through tender offer. The shareholders' approval was procured vide postal ballot, results of which were announced on June 24, 2024. The Buy Back opened on July 9, 2024 and closed on July 15, 2024. The settlement date for the said buyback was July 22, 2024. The shares so bought back were extinguished and the issued and paid up capital was amended accordingly.

5. DIVIDEND DISTRIBUTION POLICY

Pursuant to Regulation 43A of the Listing Regulations, the Company has formulated a dividend distribution policy with regards to distribution of dividend to its shareholders and/or retaining or plough back of its profits. The Policy also sets out the circumstances such as financial parameters, internal and external factors, utilization of retained earnings etc. and different factors for consideration by the Board at the time of taking such decisions of distribution or of retention of profits, in the interest of providing transparency to the shareholders. The policy has also been hosted on the Company's website at <https://eclerx.com/investor-relations/corporate-governance-policies/>.

6. PUBLIC DEPOSITS

During the year, the Company has not accepted any deposits within the meaning of the provisions of Section 73 of the Companies Act, 2013 ("the Act") read with the Companies (Acceptance of Deposits) Rules, 2014.

7. SUBSIDIARIES, ASSOCIATE COMPANIES AND JOINT VENTURES

The Company had 18 (Eighteen) subsidiaries and 1 (One) associate company as on March 31, 2024.

In terms of the provisions of Section 129(3) of the Act, a statement containing salient features of the performance and financial position of each of the subsidiaries is attached as **Annexure-I** to this report in Form AOC-1.

During the year, the Company's Wholly Owned Subsidiary, eClerx Investments (UK) Limited completed setting-up of following two subsidiaries:

- a wholly owned subsidiary in Dubai in the name of eClerx ME Information Technology Consultants L.L.C on August 10, 2023.
- a wholly owned subsidiary in Switzerland in the name of eClerx Switzerland SA on March 14, 2024.

There has been no material change in the nature of the business of subsidiaries and associate company, during the year under review. Pursuant to Section 136 of the Act, the Financial Statements including Consolidated Financial Statements of the subsidiaries, along with relevant documents have been hosted on the Company's website www.eclerx.com.

8. CLIENT BASE

The client segmentation, based on the last 12 months' accrued revenue for the current and previous years, on a consolidated basis is as follows:

Clients	FY 2024	FY 2023	FY 2022	FY 2021	FY 2020
US\$ 0.5-1 Million	41	32	25	19	21
US\$ 1-5 Million	27	31	26	26	22
More than US\$ 5 Million	14	14	13	7	7

9. INTERNAL FINANCIAL CONTROLS RELATED TO THE FINANCIAL STATEMENTS

The details in respect of internal financial controls and their adequacy are included in the Management

Discussion and Analysis Report, which forms a part of the annual report.

These controls are reviewed by the management and key areas are subject to various statutory, internal and operational audits based on periodic risk assessment. The findings of the audits are discussed with the management and key findings are presented before the Audit Committee and Board of Directors for review of actionable items. The review of the IFC, *inter-alia*, consists of the three components of internal controls, viz., Entity level controls, Key financial reporting controls and Internal controls in operational areas.

In addition to this, the Company also has an Enterprise Wide Risk Management (EWRM) framework where the Company has identified and documented risks with respect to financial reporting as well as the controls for such risks. The EWRM framework is also reviewed periodically and updated as and when required. The Internal Auditor of the Company periodically conducts an audit/check of the effectiveness of such framework and the observations are placed before the Audit Committee.

10. CHANGES IN SHARE CAPITAL

During the year, there was no change in the authorised, issued, subscribed and paid-up share capital of the Company.

11. STATUTORY AUDITORS

The second term of 5 (Five) consecutive years of existing Statutory Auditors viz. M/s. S.R. Batliboi & Associates LLP (Firm Registration No. 101049W/E300004) will expire at the forthcoming 24th Annual General Meeting of the Company.

The Board of Directors at its meeting held on March 13, 2024 recommended to shareholders the appointment of M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N/N500016) as Statutory Auditors of the Company for the period of 5 (Five) consecutive years starting from FY2025 to FY2029 and to hold office from conclusion of 24th Annual General Meeting till conclusion of 29th Annual General Meeting. The detailed proposal for the appointment of M/s. Price Waterhouse Chartered Accountants LLP as Statutory Auditors of the Company is given at the Resolution no. 4 of the Notice of 24th Annual General Meeting.

There are no qualifications, reservations, adverse remarks or disclaimer made by M/s. S.R. Batliboi & Associates LLP, Statutory Auditors in their report for FY2024. The Statutory Auditors have

not reported any incident of fraud to the Audit Committee of the Company during the financial year under review.

12. SECRETARIAL AUDITORS

In terms of the provisions of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed M/s. Mehta & Mehta, Company Secretaries as the Secretarial Auditors for conducting the audit of the secretarial records for the financial year ended March 31, 2024. The report of the Secretarial Auditor is attached as **Annexure-II**. The Secretarial Auditors' Report does not contain any qualification, reservation or adverse mark.

The Company is in compliance with the relevant Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) and notified by the Central Government.

13. MAINTENANCE OF COST RECORDS

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable for the business activities of the Company.

14. ANNUAL RETURN

Pursuant to Section 134(3)(a) and Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return (Form MGT-7) for the financial year ended March 31, 2024, is hosted on the website of the Company at <https://eclerx.com/investor-relations/financials/>.

15. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There were no significant or material orders passed by any regulatory Authority, Court or Tribunal which shall impact the going concern status and Company's operations in future during the financial year.

16. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of Directors of the Company comprises of eminent persons of proven competence and integrity. They bring diversified experience, strong financial & business acumen, management & leadership qualities.

• APPOINTMENTS:

During the year, the Board of Directors on basis of recommendation of Nomination and Remuneration Committee, had approved the appointment of below mentioned Directors:

- (i) appointment of Mr. Kapil Jain (DIN: 10170402) as Managing Director & Group CEO of the Company (not liable to retire by rotation) for a period of 5 (Five) consecutive years effective from May 25, 2023 till May 24, 2028.
- (ii) appointment of Ms. Bala C Deshpande (DIN: 00020130) as an Independent Director of the Company for the first term of 5 (Five) consecutive years effective from May 25, 2023 till May 24, 2028.
- (iii) appointment of Mr. Amit Majmudar (DIN: 00565425) as an Independent Director of the Company for the first term of 5 (Five) consecutive years effective from April 1, 2024 till March 31, 2029.

The shareholders of the Company approved the appointment of Mr. Kapil Jain (DIN: 10170402) as Managing Director & Group CEO and Ms. Bala C Deshpande (DIN: 00020130) as an Independent Director of the Company by passing the resolution through Postal Ballot on August 18, 2023.

The shareholders of the Company also approved the appointment of Mr. Amit Majmudar (DIN: 00565425) as an Independent Director of the Company by passing the resolution through Postal Ballot on March 7, 2024.

• RETIREMENTS:

In accordance with Section 152 and other applicable provisions, if any, of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Articles of Association of the Company, Mr. Anjan Malik, (DIN: 01698542) retires by rotation, and being eligible, offers himself for re-appointment at the forthcoming AGM of the Company.

• COMPLETION OF TENURE OF INDEPENDENT DIRECTORS:

Mr. Anish Ghoshal (DIN: 00276807), Mr. Biren Gabhawala (DIN: 03091772) and Ms. Deepa Kapoor (DIN: 06828033) ceased to be Independent Directors of the Company upon completion of their second term of 5 (Five) consecutive years at the close of business hours on March 31, 2024. The Directors place on record their appreciation for the valuable contribution and support provided by Mr. Ghoshal, Mr. Gabhawala and Ms. Kapoor, during their tenure in their respective capacity.

17. DECLARATION BY INDEPENDENT DIRECTORS

The Company has received the Certificate of Independence from all the Independent Directors pursuant to Section 149 of the Act and Regulation 16 of the Listing Regulations, confirming and certifying that they have complied with all the requirements of being an Independent Director of the Company.

The Independent Directors have also confirmed that they have complied with the Company's Code of Conduct. The Company has also received declarations under Regulation 25(8) of Listing Regulations from the Independent Directors confirming that there were no existing or anticipation of any circumstances during the year that could impair their ability to discharge their duties with an objective independent judgement and without any external influence.

In the opinion of the Board, all the Independent Directors have acted with integrity and have the requisite experience and expertise in the context of the business of the Company to make a significant contribution to the deliberations of the Board of Directors.

18. PERFORMANCE EVALUATION

The Board of Directors of the Company had appointed an external agency for conducting evaluation of the performance of the Chairman, Board, individual Directors including peer review and self-assessment and of the Committees of the Board. The report of the performance evaluation of the individual Directors were submitted to the respective Directors whereas the observations and the report on the performance evaluation of the Board and its Committees was placed before the Nomination and Remuneration Committee. The feedback of the Nomination and Remuneration Committee was then placed before the Board of Directors for review and taking appropriate action on the basis of the findings in the performance evaluation report.

The said evaluation for the Board and individual Directors was carried out, based on pre-defined comprehensive checklists, which were circulated to the Directors covering various evaluation criteria, *inter-alia*, modelled on the following factors:

- Accountability towards shareholders;
- Critical review of business strategy;
- Conducive environment for the communication and rigorous decision making;
- Board's focus on wealth maximization for shareholders;
- Board's ability to demand and foster higher performance;
- Business Continuity preparedness;
- Skill set and mix thereof among Board members;
- Flow of information so as to enable informed opinions by the Directors;

- Adequacy of meetings of Directors in terms of frequency as well as the time dedicated for discussions and deliberations.

The performance evaluation criteria for the Committees of the Board, was modelled on the following factors:

- Contribution, control and counselling by the Committee on various matters;
- Qualitative comments/inputs;
- Deficiencies observed, if any;
- Qualification of members constituting the Committee;
- Attendance of Committee members in the respective meetings;
- Frequency of meetings.

In addition, the Chairman of the Board was also evaluated on the key aspects of his role and the report on his performance evaluation was placed before the separate meeting of the Independent Directors for review. During the year, a separate meeting of Independent Directors was held on May 25, 2023. In this meeting, the performance of the Non-Independent Directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of Executive Director and Non-Executive Directors. The same was also discussed in the subsequent Nomination and Remuneration Committee Meeting and Board Meeting that followed the meeting of Independent Directors.

19. FAMILIARISATION PROGRAMME

The Company conducts familiarisation programme for Independent Directors to enable them to get a clear understanding about the business of the Company, organizational set-up, functioning of various verticals/departments, industry scenario, changes in the regulatory framework and its impact on the business of the Company.

The Company has formulated a detailed Induction pack for on-boarding of new Directors, which, *inter-alia*, covers the following:

- Introduction and meeting with other Directors on the Board and the Senior Management;
- Brief introduction about the business, strategy and nature of industry of the Company in which it operates;
- Roles, rights and responsibilities of Directors including Independent Directors;
- Extant Committees of Board of Directors;
- Meetings of Board and Committees, venue, generic dates and timings when such meetings are generally held and the Annual General Meeting of shareholders of the Company;

- The Codes of Conduct which are in place and applicable to the Directors;
- Remuneration payable to Directors pursuant to shareholders' approval to that effect;
- Liability Insurances taken by the Company to cover Directors.

In addition to this, periodic familiarization programmes are conducted for the Directors about the business operations, industry overview, threats, opportunities and challenges in respective verticals. Furthermore, detailed business presentations are made at quarterly meetings of Board of Directors. The details of familiarization programmes/training imparted to Independent Directors have been hosted on the Company's website at <https://eclerx.com/about-eclerx/board-of-directors/>.

The Independent Directors are encouraged to attend educational programs in the area of Board/ Corporate governance.

The Directors have access to management to seek any additional information, clarification and details as may be required. In terms of the Listing Regulations, the standard letter of appointment of Independent Directors of the Company containing the requisite familiarization details has been hosted on the Company's website at <https://eclerx.com/about-eclerx/board-of-directors/>.

20. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Act and other applicable Rules and Regulations, the Directors, to the best of their knowledge and ability, confirm that:

- in the preparation of the annual accounts for FY2024, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2024 and of the profit or loss of the Company for the year ended on that date;
- the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors had prepared the annual accounts on a going concern basis;
- the Directors had laid down internal financial controls to be followed by the Company

and that such Internal Financial Controls are adequate and were operating effectively;

- the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

21. BOARD MEETINGS

During FY2024, 5 (Five) Board Meetings were held details of which, along with particulars of attendance of the Directors at each of the Board Meetings are given in the Corporate Governance Report of the Company, which forms a part of this

23. AUDIT COMMITTEE

During the year, the Audit Committee was re-constituted with effect from April 1, 2024

Name of Member	Category	Chairperson / Member
Amit Majmudar	Non-Executive Independent Director	Chairperson (w.e.f April 1, 2024)
Biren Gabhawala	Non-Executive Independent Director	Chairperson (upto March 31, 2024)
Anish Ghoshal	Non-Executive Independent Director	Member (upto March 31, 2024)
Deepa Kapoor	Non-Executive Independent Director	Member (upto March 31, 2024)
Naval Bir Kumar	Non-Executive Independent Director	Member
PD Mundhra	Whole-time Director	Member
Shailesh Kekre	Non-Executive Independent Director	Member (w.e.f April 1, 2024)

The majority of the Members are Independent Directors and Mr. Amit Majmudar, Independent Director is the Chairperson of the Committee.

Mr. Biren Gabhawala, Ms. Deepa Kapoor and Mr. Anish Ghoshal ceased to be the Members of the Audit Committee with effect from April 1, 2024 upon completion of their second term of 5 (Five) consecutive years as Independent Directors of the Company.

The Board of Directors appointed Mr. Shailesh Kekre, Independent Director as Member and Mr. Amit Majmudar, Independent Director as Member & Chairperson of the Audit Committee with effect from April 1, 2024.

During the year, all recommendations made by the Audit Committee were accepted by the Board.

24. REPORTING OF FRAUD BY THE STATUTORY AUDITORS

There were no instances of fraud reported by the Statutory Auditors during FY2024 in terms of the Section 143 of the Act read with the Companies (Audit and Auditors) Rules, 2014.

25. NOMINATION AND REMUNERATION POLICY

The Company has formulated the Nomination and Remuneration Policy in accordance with the provisions of the Act and the Listing Regulations. The said policy acts as a guideline for determining, *inter-alia*, qualifications, positive attributes and independence of a Director, matters relating to the remuneration, appointment, removal and evaluation of performance

report. The intervening gap between the meetings was within the period prescribed under the Act and the Listing Regulations.

22. BOARD COMMITTEES

The Company has constituted various Committees of the Board as required under the Companies Act, 2013 and the Listing Regulations. For details like composition, number of meetings held, attendance of members etc. at such Committee meetings, please refer to the Corporate Governance Report, which forms a part of this Annual Report.

of the Directors, Key Managerial Personnel, Senior Management and other employees. The aforesaid policy is hosted on the Company's website at <https://eclerx.com/investor-relations/corporate-governance-policies/>.

26. VIGIL MECHANISM

The Company has zero tolerance policy for any form of unethical behaviour. Pursuant to the provisions of the Act and Listing Regulations, the Company has in place a Whistle Blower Policy to encourage all employees or any other person dealing with the Company to disclose any wrong-doing that may adversely impact the Company, the Company's customers, shareholders, employees, investors, or the public at large. This policy, *inter-alia*, also sets forth:

- procedures for reporting of questionable auditing accounting, internal control and unjust enrichment matters;
- reporting instances of leak or suspected leak of Unpublished Price Sensitive Information and
- an investigative process of reported acts of wrong doing and retaliation from employees, *inter-alia*, on a confidential and anonymous basis.

The aforesaid policy has also been hosted on the Company's website at <https://eclerx.com/investor-relations/corporate-governance-policies/>. The same is reviewed by the Audit Committee from time to time.

27. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Details of loans, guarantees and investments under the provisions of Section 186 of the Act read with the

Companies (Meetings of Board and its Powers) Rules, 2014, as on March 31, 2024, are set out in Note No. 5.1 to the Standalone Financial Statements of the Company. The Company has not provided any guarantee during the year under review.

28. PARTICULARS OF TRANSACTIONS, CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During FY2024, all the transactions that the Company entered into with related parties were in the ordinary course of business and at arm's length basis. All such transactions were approved by the Audit Committee and were reviewed by it on a periodic basis. Further, the Company has not entered into material contracts or arrangements as defined under Section 188 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014.

The policy on Related Parties as approved by the Board is hosted on the Company's website at <https://eclerx.com/investor-relations/corporate-governance/>

The particulars of the transactions with related parties pursuant to the provisions of Section 188 of the Act read with Companies (Meetings of Board and its Powers) Rules, 2014 are as under. Further, details with respect to related party transactions are also set out in the Note No. 31 to the Standalone Financial Statements of the Company for the year ended March 31, 2024.

Pursuant to the related party disclosure requirements under Part A of Schedule V of Listing Regulations, there were no loans and advances in nature of loans outstanding for the financial year ended March 31, 2024, from subsidiaries, associate companies or firms/companies in which Directors are interested.

FORM AOC-2

[Pursuant to clause (h) of sub section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis:

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2024, which were not at arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis:

(Rupees in Million)							
Name of the related party	Nature of contract/ arrangement/transactions	Relationship	Salient Terms of the contracts or arrangements or transactions including the value, if any:	Duration of the contracts / arrangements/ transactions	Date of Approval by the Board, if any	Transactions during the year March 31, 2024	Outstanding Balance as at March 31, 2024
eClerx LLC	Sales and Marketing Services	Wholly owned subsidiary	Contract of Sales and Marketing	Ongoing	Not applicable*	2,937.20	865.12 Payable
	Expenses incurred by subsidiary company on behalf of holding Company					40.00	39.45 Receivable
	ITES services by subsidiary company to holding company					154.19	
	Expenses incurred by holding Company on behalf of subsidiary company					1.57	
	ITES services by holding company to subsidiary company					410.68	

*All transactions were in the ordinary course of business

For and on behalf of the Board of Directors
eClerx Services Limited

Place: Mumbai
Date: August 13, 2024

Shailesh Kekre
Chairman

29. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

The Company believes in creating value for all its stakeholders. It has been conducting business in a sustainable manner and in a way that delivers long-term shareholder value and create maximum value for the society.

The Company is also committed to ensure that its actions positively impact the economic, societal and environmental dimensions of the triple bottom line.

To reinforce the credibility of our disclosures and to emphasize our commitment to transparency and accountability, selected segments of the report will be undergoing external assurance by a third party. Identified errors if any, subsequent to the publication of this report will be promptly rectified and transparently communicated on our website.

As stipulated under Regulation 34 of the Listing Regulations, the Business Responsibility and Sustainability Report forms part of this report.

30. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as required, *inter-alia*, under Section 134 of the Act read with the Companies (Accounts) Rules, 2014 is given in the **Annexure - III** forming part of this report.

31. ENTERPRISE WIDE RISK MANAGEMENT SYSTEM AND RISK MANAGEMENT POLICY

Risk management is an integral part of the Company's business strategy and the Company believes that its ability to identify and address such risks is central to achieving its objectives.

The Company has in place a well-defined Enterprise Wide Risk Management ('EWRM') framework and Risk Management Policy which, *inter-alia*, aims at the following:

- Safeguarding the Company assets, interests and interest of all stakeholders by identifying, assessing and mitigating various risks.
- Laying down a framework for identification, measurement, evaluation, mitigation & reporting of various risks.
- Evolving the culture, processes and structures that are directed towards the effective management of potential opportunities and adverse effects, which the business and operations of the Company are exposed to.
- Balancing between the cost of managing risk and the anticipated benefits.
- Creating awareness among the employees to assess risks on a continuous basis & develop risk mitigation plans in the interest of the Company.

The Risk Management Committee has been delegated the task of monitoring and reviewing of the risk management policy and the EWRM framework of the Company. The policy and the EWRM framework are periodically reviewed by senior management to ensure that the risks are identified, managed and mitigated. The same is also periodically reported to the Risk Management Committee, Audit Committee and the Board of Directors. The Company has also laid down procedures to inform the Board of Directors about risk assessment and minimization procedures.

32. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company is committed to creating a healthy working environment that enables employees to work without fear of prejudice and gender bias. The Company has in place an Anti-Sexual Harassment Policy in line with requirements, *inter-alia*, of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary and trainees) are covered under this policy.

Details of sexual harassment complaints received during FY2024:

No. of complaints received during FY2024: 2
 No. of complaints disposed of during FY2024: 2
 No. of complaints pending as on end of FY2024: NIL

33. CORPORATE SOCIAL RESPONSIBILITY

The Corporate Social Responsibility and Environment, Social & Governance Committee reviews and monitors the CSR projects and expenditure undertaken by the Company on a regular basis and appraises the Board of the same. The total obligation of CSR expenditure for FY2024 was Rs. 87.44 million, out of which Company had spent Rs. 83.23 million during FY2024 and an unspent amount of Rs. 4.21 Million of approved multiyear/ongoing CSR Projects for FY2024 was transferred to 'eClerx Services Limited Unspent CSR A/C -FY2023-24', which will be exclusively utilized for the respective CSR Projects.

The Company's CSR policy statement and the Annual Report on CSR activities undertaken during FY2024, in accordance with Section 135 of the Act read with Companies (Corporate Social Responsibility Policy) Rules, 2014 is attached as **Annexure - IV** to this report.

Further, in terms of the amended CSR Rules, the Chief Financial Officer has certified that the funds disbursed for CSR have been used for the purpose and in the manner approved by the Board for FY2024.

34. AWARDS AND RECOGNITION

The details of Awards & Recognition received by the Company during FY2024 are available on page no. 7 of this Annual report and also hosted on the Company's website at <https://eclerx.com/awards-and-accolades/>.

35. REMUNERATION DETAILS PURSUANT TO COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 AND OTHER APPLICABLE PROVISIONS

Details of the ratio of the remuneration of each Director to the median employee's remuneration (approx.):- Executive Director: 68 times; Non-Executive Non-Independent Director: NA; Non-Executive Independent Director: 8 times (excluding sitting fees).

The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:- Executive Director: Nil, Non-Executive Independent Directors: Nil, Chief Financial Officer: 10%, Company Secretary: 8.5%.

The percentage increase in the median remuneration of employees in the financial year: 6%. During the financial year, substantial numbers of employees were hired as freshers, which moderated the rise in the median employee compensation for FY2024 in comparison to FY2023.

The global headcount of the Company as on March 31, 2024 was more than 17,000.

Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and reasons for any exceptional circumstances for increase in managerial remuneration: 9.4% for employees other than senior managerial personnel v/s 12.8% increase in the senior managerial remuneration. The increase is determined based on salary benchmarking done with industry peers to ensure retention of experienced employees. Company performance has indirect linkage to overall compensation of senior management.

The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in a separate annexure forming part of this report. Further, the report and the annual financial statements are being provided to the members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection and any member interested in obtaining a copy of the same may write to the Company Secretary.

The Company affirms that the remuneration is as per the remuneration policy of the Company.

Managerial Remuneration details:

Particulars	Executive Directors		Independent Directors	Non-Executive Director
	Whole-time director	Managing Director & Group CEO		
All elements of remuneration package such as salary, benefits, stock options, pension etc. of all Directors	Annual Gross Salary: Within the range between Rs. 13.80 million to Rs. 27.60 million per annum with annual increments effective 1 st April each year as may be decided by the Board, based on merits and taking into account the Company's performance for the year. The benefits, perquisites and allowances will be determined by the Board of Directors from time to time.	<p>Details of remuneration payable to Mr. Kapil Jain by eClerx Limited (in his capacity as its CEO), a wholly owned subsidiary of the Company in the UK are as follows:</p> <p>Basic salary: £650,000 per annum and may be eligible for such annual increments, as may be decided by the Board.</p> <p>Bonus: Annual bonus up to the higher of (i) £650,000 OR (ii) an amount equal to the previous financial year's basic salary or such other higher amount as determined by the Board, subject to fulfilment of the eligibility criteria and performance targets from time to time.</p> <p>Mr. Jain is eligible to benefits under the employee stock option plan of the Company for the time being in force, in accordance with the schemes and rules of the Company for its staff as applicable from time to time.</p> <p>Mr. Jain is also eligible to perquisites in the form of medical insurance, life assurance benefits, income protection insurance and an enrolment into eClerx's personal pension scheme.</p>	<p>The Remuneration is paid within the monetary limit approved by the shareholders of the Company subject to the same not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013 and such other applicable regulations, subject to a maximum amount of Rs. 3.50 million p.a.</p> <p>Remuneration will be paid in proportion to the term served in the Company, during the year.</p>	Nil

Particulars	Executive Directors		Independent Directors	Non-Executive Director
	Whole-time director	Managing Director & Group CEO		
Details of fixed component and performance linked incentives along with performance criteria	<p>Annual Gross Salary: Rs. 13.80 million p.a.</p> <p>Annual Performance Bonus: upto Rs. 13.80 million</p> <p>The actual entitlement out of Annual Performance Bonus will be decided by the Board of Directors and will be merit based taking into account the Company's performance while factoring key parameters like:</p> <ul style="list-style-type: none"> - Profitability (PAT, PBT, OPM) - Return on shareholders' investment - Statutory compliances - Revenue and revenue quality 	<p>Basic salary: £650,000 per annum and may be eligible for such annual increments, as may be decided by the Board.</p> <p>Bonus: Annual bonus up to the higher of (i) £650,000 OR (ii) an amount equal to the previous financial year's basic salary or such other higher amount as determined by the Board, subject to fulfilment of the eligibility criteria and performance targets from time to time.</p> <p>Note: Other than the remuneration payable to Mr. Kapil Jain by eClerx Limited (in his capacity as its CEO), a wholly owned subsidiary of the Company in the UK, no remuneration shall be payable to him by the Company as the Managing Director and Group CEO. However, eClerx Limited and the Company have entered into necessary arrangements in accordance with applicable laws for transfer pricing purposes in connection with the Group CEO related services rendered by him.</p>		Nil
Service contract, notice period, severance fees	The tenure will be subject to termination by 3 (Three) months' prior notice in writing on either side, and all other terms are as per the Company policy.	If at any time, Mr. Kapil Jain ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Group CEO & Managing Director, and his employment with the Company shall forthwith terminate.	Pursuant to the provisions of the Companies Act, 2013 and other relevant regulations	
Stock option details	NA	2,25,000 Stock Options held as on March 31, 2024	NA	NA

The details of remuneration paid/payable to Directors for FY2024 are provided in the Corporate Governance Report forming part of this report.

36. EMPLOYEES' STOCK OPTION SCHEME/PLAN

Pursuant to the applicable requirements of SEBI (Share Based Employee Benefits) Regulations 2014, as amended to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Company has framed and instituted ESOP Scheme 2015 and ESOP Scheme 2022 to attract, retain, motivate and reward its employees and to enable them to participate in the growth, development and success of the Company.

An ESOP trust, which has been set up by the Company, is managed by independent trustee, and is authorized for secondary market acquisition of securities of the Company and utilize against exercise of securities granted/ to be granted under the above

mentioned ESOP Schemes. During FY2024, ESOP Trust acquired 2,06,830 shares from open market.

All equity shares of the Company arising consequent to exercise of options under ESOP Scheme 2015 and ESOP Scheme 2022 shall rank *pari-passu* in all respects including dividend with the existing equity shares of the Company. There would not be any dilution of equity shareholding for exercises done under both the above Schemes considering the Trust route model.

As per Clause 4.5 of the ESOP Scheme 2015, the Company was authorized to provide loan(s) to the Employee Welfare Trust ("Trust") in one or more tranche(s) upto Rs. 900 Million (Rupees Nine Hundred Million Only) for purchase of shares from

the secondary market, which was subsequently amended to increase the aforesaid limit upto Rs. 1,500 Million (Rupees Fifteen Hundred Million Only) vide resolution passed by shareholders on October 25, 2018 via Postal Ballot. Upon utilization of the above limit, approval of the shareholders was sought to increase the limit, and the shareholders of the Company vide special resolution passed through postal ballot on May 17, 2024 approved the amendment in Clause 4.5 of the ESOP Scheme 2015 increasing the limits for providing loan(s) to the Trust from Rs. 1,500 Million (Rupees Fifteen Hundred Million Only) to Rs. 2,800 Million (Rupees Twenty-Eight Hundred Million Only) for purchase/acquisition of shares from the secondary market in one or more tranche(s).

The Company has granted stock options from time to time to its employees and also to employees of its subsidiaries, and the disclosure in compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 is available on the Company's website at <https://eclerx.com/investor-relations/financials/>.

37. ENHANCING SHAREHOLDERS VALUE

The Company is committed to creating long term value for shareholders by achieving high levels of operating performance, cost competitiveness, enhancing the productive asset and resource base and striving for excellence in all areas of operations.

The Company firmly believes that its success in the marketplace and good reputation are among the primary elements of shareholder value. Its close relationship with clients and a deep understanding of their needs, drive the development of new products and services.

38. HUMAN RESOURCE MANAGEMENT

The Company recognizes people development as a key strategic differentiator and invests in multiple high-value learning solutions besides engaging with industry experts, stalwarts from specialized practice areas. Further, details on human resource management are set out in the Management Discussion and Analysis Report, describing the initiatives taken by the Company, which forms part of the Annual Report.

39. CORPORATE GOVERNANCE

The Securities and Exchange Board of India has prescribed certain corporate governance standards vide Regulations 24 and 27 of the Listing Regulations. Your Directors re-affirm their commitments to these standards and a detailed Report on Corporate Governance together with the Auditors' Certificate on its compliance is annexed hereto.

40. SUCCESSION PLANNING

The Company has succession plan in place for orderly succession for appointments to Board and to senior management.

41. ACKNOWLEDGEMENT

Your Directors place on record their gratitude to the Government of India and Company's bankers for the assistance, co-operation and encouragement they extended to the Company. Your Directors also wish to place on record their sincere thanks and appreciation for the continuing support and unstinting efforts of investors, vendors, dealers, business associates, bankers and employees in ensuring an excellent all-around operational performance.

For and on behalf of the Board of Directors
eClerx Services Limited

Place: Mumbai
Date: August 13, 2024

Shailesh Kekre
Chairman

ANNEXURE-I

Form AOC-1

Statement pursuant to Section 129(3) of the Companies Act, 2013 and the rules made thereunder, relating to subsidiary companies and associate companies for the Financial Year ended March 31, 2024.

Part A: Subsidiaries

Name of Subsidiary	Reporting Financial Period ended	The date since when subsidiary was acquired	Reporting Currency	Exchange Rate as on March 31, 2024	Issued and Subscribed share capital	Reserves & Surplus	Total Assets	Total Liabilities	Investment other than in subsidiaries	Turnover	Profit/(Loss) before Tax	Profit Provision for Tax	Profit after tax	Proposed Dividend	Holding Company's Interest (in equity shares)	Shares held by the Holding Company in the subsidiary (Rupees in Million)
Eclipse Global Holdings LLC	March 31, 2024	December 23, 2020	USD	83.3167	NA	485.45	1,648.75	1,163.30	-	0.00	0.44	0.09	0.35	-	100%	NA
Personiv Contact Centers LLC	March 31, 2024	December 23, 2020	USD	83.3167	NA	652.74	1,309.15	656.41	-	343.28	(8.10)	-	(8.10)	-	100%	NA
ASEC Group, LLC	March 31, 2024	December 23, 2020	USD	83.3167	NA	1,125.74	1,330.04	204.30	-	875.05	144.44	30.49	113.95	-	100%	NA
AGR Operations Manila Inc.	March 31, 2024	December 23, 2020	USD	83.3167	15.87	474.84	706.30	215.59	-	1,656.06	131.96	10.81	121.14	-	100%	8,300,000
AG Resources (India) Private Limited	March 31, 2024	December 23, 2020	INR	NA	16.67	379.31	466.42	70.44	-	333.20	68.64	14.68	53.96	-	100%	10,000
Personiv Contact Centers India Private Limited	March 31, 2024	December 23, 2020	INR	NA	350.25	825.29	1,256.79	81.25	-	665.45	417.84	129.12	288.72	-	100%	35,024,806
eClerx Limited	March 31, 2024	April 1, 2007	GBP	105.3018	73.11	495.12	946.27	378.04	-	1,414.39	199.24	50.85	148.40	-	100%	100
eClerx LLC	March 31, 2024	April 1, 2007	USD	83.3167	3,077.58	3,040.10	7,415.44	1,297.76	-	8,037.53	1,081.23	258.30	822.93	-	100%	209
eClerx Private Limited	March 31, 2024	December 29, 2009	SGD	61.8053	16.60	305.98	407.19	84.62	-	551.37	54.37	11.25	43.12	-	100%	1
eClerx Canada Limited	March 31, 2024	September 23, 2016	CAD	61.5193	3.08	26.29	32.09	2.72	-	75.26	12.75	3.51	9.23	-	100%	50,000
eClerx Investments (UK) Limited	March 31, 2024	March 14, 2015	INR	0.00	1,300.26	92.80	1,393.39	0.34	-	0.00	(1.16)	(2.05)	0.89	-	100%	13,523,317
eClerx BV	March 31, 2024	May 6, 2020	EUR	89.9528	4.50	1.15	8.29	2.65	-	21.28	1.60	0.24	1.36	-	100%	50,000
eClerx Pty Limited	March 31, 2024	January 13, 2022	AUD	54.3797	5.44	15.29	38.50	17.77	-	164.23	15.88	5.48	10.40	-	100%	1,00,000
eClerx ME Information Technology Consultants L.L.C	March 31, 2024	August 10, 2023	AED	22.6866	1.13	0.66	14.86	13.06	-	7.29	0.66	-	0.66	-	100%	50,000
eClerx Switzerland SA	March 31, 2024	March 14, 2024	CHF	92.4046	23.10	(0.64)	24.14	1.68	-	-	(0.90)	(0.07)	(0.83)	-	100%	2,50,000

Part A: Subsidiaries

Name of Subsidiary	Reporting Financial Period ended	The date since when subsidiary was acquired	Reporting Currency	Exchange Rate as on March 31, 2024	Issued and Subscribed share capital	Reserves & Surplus	Total Assets	Total Liabilities	Investment other than investment in sub-sidiaries	Turnover	Profit/(Loss) before Tax	Provision for Tax	Profit after tax	Proposed Dividend	Holding Company's interest (in equity shares)	Shares held by the Holding Company in the subsidiary
CLX Europe S.P.A	March 31, 2024	April 22, 2015	EUR	89.9528	2096.96	(295.93)	2617.38	816.35	-	2,152.82	150.57	67.41	83.16	-	100%	35,885,448
CLX Europe Media Solution GmbH	March 31, 2024	April 22, 2015	EUR	89.9528	45.99	353.68	480.39	80.72	-	337.92	66.55	21.96	44.59	-	100%	511,292
CLX Europe Media Solution Limited	March 31, 2024	April 22, 2015	GBP	105.3018	0.0002	136.35	181.55	45.20	-	246.43	27.97	6.88	21.09	-	100%	2

(Rupees in Million)

Part B: Associate Companies

Sr. No.	Name of Associate	Latest audited Balance Sheet Date	Exchange Rate as on March 31, 2024	Issued and Subscribed share capital	Reserves & Surplus	Total Assets	Total Liabilities	Investment other than investment in sub-sidiaries	Turnover	Profit/(Loss) before Tax	Provision for Tax	Profit after tax	Proposed Dividend	Holding Company's interest (in equity shares)	Shares held by the Holding Company in the subsidiary
1	CLX Thai Company Limited (Thailand)	March 31, 2024	March 31, 2024												
2		Date on which the Associate or Joint Venture was associated or acquired	April 22, 2015												
3		Shares of Associate held by the company on the year end													
		No.		2,940											
		Amount of Investment in Associate		2,940,000											
		Extent of Holding %		49%											
4		Description of how there is significant influence		Parent controls voting power											
5		Reason why the associate is not consolidated		It is 100% consolidated as per accounting standard since CLX controls voting power and minority interest is shown separately											
6		Net worth attributable to Shareholding as per latest audited Balance Sheet		37.36											
7		Profit/ Loss for the year		5.40											
		Considered in consolidation		2.65											
		Not considered in consolidation		2.75											

For and on behalf of the Board of Directors of eClerx Services Limited**Kapil Jain**

Managing Director & Group CEO

PD Mundhra

Whole-Time Director

Place: Mumbai
August 13, 2024**Srinivasan Nadadhur**
Chief Financial Officer**Pratik Bhanushali**
VP-Legal & Company Secretary

ANNEXURE-II

**FORM MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024**

{Pursuant to Section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014}

To,
The Members,
eClerx Services Limited
Sonawala Building, 1st Floor,
29 Bank Street, Fort, Mumbai – 400023.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **eClerx Services Limited** (hereinafter called “the Company”). Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct | statutory compliance and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed here under and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024, according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment; Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(during the period under review not applicable to the Company);**
- d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(during the period under review not applicable to the Company);**
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client **(during the period under review not applicable to the Company);**
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(during the period under review not applicable to the Company);**
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(during the period under review not applicable to the Company);**
- i. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

We have examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India;
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of the Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices are given to all Directors to schedule the Board / Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Board / Committee decisions were carried through requisite majority while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company had the following specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

- a) **The Board of Directors of the Company at their meeting held on May 25, 2023 recommended dividend of Re. 1/- per equity share of Rs. 10/- each for the financial year ended March 31, 2023, which was subsequently approved by the Members of the Company at their Annual General Meeting held on September 14, 2023.**
- b) **The Nomination and Remuneration Committee has granted 30,76,096 options to the identified employees on 25th May 2023 under the Employee Stock Option Scheme/Plan 2022 of the Company.**

**For Mehta & Mehta,
Company Secretaries
(ICSI Unique Code P1996MH007500)**

**Alifya Sapatwala
Partner**

ACS No: 24091
CP No.: 24895
PR No.: 3686/2023

Place: Mumbai
Date: 16-05-2024

UDIN: A024091F000382121

Note: This report is to be read with our letter of even date which is annexed as '**ANNEXURE A**' and forms an integral part of this report.

Annexure A

To,
The Members,
eClerx Services Limited
Sonawala Building, 1st Floor,
29 Bank Street, Fort, Mumbai – 400023.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Mehta & Mehta,

Company Secretaries
(ICSI Unique Code P1996MH007500)

Alifya Sapatwala
Partner

ACS No: 24091
CP No.: 24895
PR No.: 3686/2023

Place: Mumbai
Date: 16-05-2024

UDIN: A024091F000382121

ANNEXURE-III

Particulars pursuant to the Companies (Accounts) Rules, 2014 are furnished hereunder:

Disclosure under Section 134(3)(m) of the Companies Act, 2013

I. Conservation of Energy

The steps taken or impact on conservation of energy:

The Company is promoting the use of renewable power across all its offices, wherever possible, and is gradually increasing the share of renewal power YoY to its total electricity consumption. The Company is doing so by purchasing the renewable power from Power Supply Authorities, which provides green certificate to Company for the same on MoM basis.

During FY2024, renewal power share increased to 68% of total electricity consumption of the Company as against 32% recorded in FY2023.

II. Technology Absorption

The efforts made towards technology absorption:

Technology continues to be a major focus area for us and it is an integral part of our Client delivery. The Company continues to build on its investments in Software and Infrastructure. The Software team builds domain specific products that embed cognitive capabilities, and these products are concentric to the BPM services that the Company provides to our clients. Apart from domain specific products, the software team also delivers enterprise services on industry leading platforms, which can be generic or vertical specific. The Company

has launched a major focus on Generative AI where it has developed an orchestration platform that brings together the capabilities of various Generative AI models into a single framework that can be accessed by all internal platforms and users. This platform gives the Company a major capability to use Generative AI for all the work that we deliver on Content Operations, Care Operations, Insights on Demand, Code Automation and Compliance Operations. These Generative AI solutions have been piloted and deployed at a number of clients. The Company continues to invest and expand its capabilities in the area of Intelligent Process Automation, which includes Robotics Process Automation (RPA), Business Process Management tools and Low Code-No Code platforms to deliver a high degree of automation. The technology team works closely with clients, onshore team and operations team to identify opportunities for deployment of technology solutions. By including innovative technology components in operations delivery, the Company was able to launch new services, improve operational delivery and augment the benefits delivered to clients. Our products continue to win accolades in national and international forums such as NASSCOM, CIO, CSO and leading industry publications.

III. Foreign Export Earning and Expenditure

	(Rs. in Million)	
	2023-24	2022-23
Total Foreign Exchange Earnings	20,801.70	18,985.10
Foreign Exchange Used	5,077.85	3,971.25

For and on behalf of the Board of Directors
eClerx Services Limited

Place: Mumbai
Date: August 13, 2024

Shailesh Kekre
Chairman

ANNEXURE-IV

Particulars pursuant to Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014 are furnished here under:

ANNUAL REPORT ON CSR ACTIVITIES

1. Brief outline of the Company's CSR policy, including overview of projects or programs

Corporate Social Responsibility (CSR) is increasingly pivotal as progressive organizations integrate initiatives into their operations to support communities, foster societal benefits, and promote environmental sustainability.

At eClerx, we prioritize the well-being of individuals and the communities where we operate. Through our CSR program, we have associated with reputable organizations to execute projects that focus on three prioritized areas – Education, Employability, and Environment. Our CSR initiatives aim to establish effective, enduring, and adaptable models of change, maximizing benefits for those we serve.

The eClerx Cares Team, overseen by the CSR & ESG Committee, leads all philanthropic and CSR efforts for the company.

Our CSR vision is centered around the following three goals:

- i. Empowering adolescents and adults (ages 10 to 35) through transformative initiatives that enhance their financial independence and improve their quality of life.
- ii. Selecting flagship programs near our office locations to engage our volunteers and foster a culture of giving within our company.
- iii. Allocating resources to programs recommended by our stakeholders – including employees, clients, industry bodies, and government entities – to strengthen our associations and community relationships.

Flagship programs

eClerx Cares works with the following implementing agencies that have been approved by the Board.

Education

1) Social Action for Manpower Creation (SAMPARC)

Our valuable collaboration with SAMPARC, spanning over a decade, has significantly impacted ~21,000 individuals across ~113 villages in the

Lonavala region of Maharashtra. SAMPARC has been dedicated to the development of tribal and other backward communities in education, childcare, skill development, and rehabilitation for over three decades. eClerx has played a crucial role in this integrated development effort by enhancing access to quality education, skill development centers, and improving renewable energy infrastructure in rural areas.

In FY2023-24, we positively impacted nearly ~3,800 individuals through skill development, education, and environmental initiatives. Our efforts included assisting 406 tribal with government documentation and connecting 402 beneficiaries to government schemes. We provided residential and educational support to 296 tribal students, achieving a 90% annual attendance rate, aimed at breaking the cycle of poverty and promoting equal opportunities through education. Additionally, we supported 934 tribal students across 60+ government schools with enrollment assistance and educational materials, ensuring regular school attendance. Through livelihood interventions, eClerx increased annual incomes by 32% for 80 supported tribal households. Furthermore, we trained 659 underprivileged youth in trades like electrician, wireman, welding, and fashion designing, successfully placing 147 students in nearby industries with an average monthly salary of ~Rs. 14,000.

Additionally, eClerx enhanced environmental sustainability efforts by installing 17 biogas plants capable of generating 42.5 m³ of biogas daily. This initiative benefits approximately 293 individuals across 2 blocks of Pune district, significantly reducing their expenses on gas purchases.

2) Lighthouse Communities Foundation (LCF)

Since 2022, we have partnered with LCF to enhance employability for disadvantaged youth, focusing on skill development and career guidance. LCF operates through a Public-Private Partnership model, collaborating with nonprofits, corporates, and the government. Alongside existing lighthouses in Nigdi and Warje in Pune, eClerx helped establish a new center at ITI Mulund, Mumbai. Here, we supported foundational and vocational training in fields such as office administration, accounting, graphic design, and fashion design to urban youth aged 18 to 35 from low-income groups and slum neighborhoods.

Approximately 1,992 students completed their training, with 605 placed in industries including manufacturing, retail, and IT/ITES.

Other Projects

1) Aarti Home

eClerx collaborated with Aarti Home in Kadapa, Andhra Pradesh, which operates the Bridge Program supporting children (Grade I to X) of migrant laborers and those with limited schooling experience. Initially enrolled in the Creative School to address learning gaps, students transition to mainstream government or private schools upon improvement. Our activities-based sessions at the Creative School, including dramatics, robotics, coding, yoga, painting, and terracotta jewelry making, emphasize experiential learning. As a result, 82% of eClerx-supported students achieved scores above 60% in English and Mathematics, facilitating the transition of 11% of students to mainstream schools.

2) Kaveri Vanita Sevashrama (KVS)

eClerx supported Kaveri Vanitha Sevashrama (KVS), a shelter home in Bengaluru for underprivileged girls, providing education (primary, secondary, and graduation), accommodation, food, and health expenses to 54 students aged 9 to 22 years. The shelter home, covering ~6,000 square feet, includes a library and computer lab. With our assistance, students maintained high attendance rates, with an average annual attendance of 96% for 52 students this year. Additionally, six students graduated last year, demonstrating improved academic performance.

eClerx also supported the Shreyas Rural Development school project at KVS in Bangalore Rural District, addressing educational disparities for rural students. Focused on spoken English, life skills, and digital skills, this project resumed after a two-year hiatus due to the COVID-19 pandemic. It aims to empower over 2,000 government school students from Grades VIII to X across eight schools. We developed a tailored curriculum and conducted train-the-trainer sessions for teachers to ensure effective program delivery using audio-visual content and manuals. An assessment specifically designed for 930 students on English writing skills showed significant improvement in language proficiency and overall confidence.

3) Seva Sadan Society

Seva Sadan's English medium school in Mumbai provides quality education to 103 students from

underprivileged backgrounds. With eClerx's support, teachers received training to enhance interactive learning for Grade I to IV students. We also upgraded the school's learning infrastructure with tech-enabled interactive software aligned with the state board syllabus, making learning experiential and enjoyable. Our support increased students' proficiency in English and Mathematics by 16% and maintained a 90% average school attendance through advanced teaching techniques and teacher training workshops.

4) Resourceful Education Foundation (REF)

With REF, eClerx fully sponsored educational expenses for 82 students (aged 17 to 22 years) from lower income and marginalized backgrounds through scholarships. This enabled them to pursue higher education in fields such as science, engineering, business administration, and humanities, overcoming financial challenges and progressing to the next grade.

5) Jyoti Sarup Kanya Asra Society (JSKAS)

JSKAS supports orphaned, abandoned, and destitute girl children, providing essential services like shelter, clothing, food, and education. The girls are enrolled in private schools and receive additional educational guidance, tuition, and coaching. eClerx supported 140 girl students aged 5 to 23 years, achieving an average annual school attendance of 95%. Many of them are pursuing higher education in fields including engineering, law, and nursing.

6) Aatmaja Foundation

eClerx partnered with Aatmaja Foundation to empower academically meritorious girls aged 15 to 22 years through scholarships. They receive support for values, life skills, and professional training in addition to academic assistance. eClerx has enabled 40 girls to complete their education and advance to the next grade, achieving an average of ~80% marks in their semester exams.

7) The Akshaya Patra Foundation

In collaboration with The Akshaya Patra Foundation (TAPF), eClerx supported the mid-day meal program through which we have served nutritious fortified meals to students from disadvantaged backgrounds in government and government-aided schools in two states. This effort has collectively impacted 3,800+ government school students in Bengaluru (Karnataka) and Jorhat (Assam) serving 1.5 lakh+ healthy meals.

Environmental Initiatives:

Sankalptaru Foundation

eClerx collaborated with Sankalptaru Foundation on agroforestry, enhancing farmer livelihoods while promoting environmental sustainability. Together, they planted over 72,000 native fruiting tree species across Bihar, Karnataka, Tamil Nadu, and Andhra Pradesh, spanning 40+ districts. This agroforestry initiative focuses on jackfruit, coconut, and mango trees, benefiting 168 rural farmers. Fruit-bearing trees offer stable, long-term income compared to seasonal crops, are drought-resilient, aid soil conservation, and provide essential ecosystem services. The project supports sustainable development, enhances food security, and empowers rural communities through increased green cover and socio-environmental impact.

Employee Engagement

At eClerx, our employee volunteers drive our CSR initiatives, impacting over 24,000 lives this year. They contribute to local causes through activities like

- tree planting and mentoring youth
- In-office events included diya painting, educational card creation, notebook upcycling, cloth bag making, seed ball creation, incense stick making, green planters, bird shelters, and blood donations. Virtual activities focused on skills development included mock interviews, AI tool introductions, public speaking, communication

skills, job readiness, presentation skills, and CV building.

- Our employees also participated enthusiastically in the Tata Mumbai Marathon, supporting implementing agencies like SAMPARC, Sankalptaru, and Lighthouse Communities Foundation.
- During the Joy of Giving month, we organized office activities such as clothing and book donations across all locations.
- We also hosted visits from students supported by Aatmaja Foundation, JSKAS, and Seva Sadan Society to engage with our ecosystem.
- A new initiative, the digital walkathon through Impact Premier League, engaged 3600+ volunteers who earned points for every kilometer walked or run, contributing to tree plantations in rural areas and supporting marginalized student education initiatives.

Payroll Giving

At eClerx, 2,900+ employees participate in our Payroll Giving Program, contributing a portion of their salaries for social causes. We support Nanhi Kali, sponsored education for 140+ underprivileged girl children across six states. Through Sankalptaru Foundation, employees plant trees with each sapling geo-tagged via an app, generating a unique tree URL for every donor. This year, over 3,300 saplings were planted nationwide. Additionally, we partnered with The Akshaya Patra Foundation to provide 29,000+ nutritious meals to 631 students in Government and Government-aided schools.

2. Composition of Corporate Social Responsibility and Environment Social & Governance Committee

The Composition of Corporate Social Responsibility and Environment Social & Governance Committee as on March 31, 2024 was as follows:

Sr. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR & ESG Committee held during the year	Number of meetings of CSR & ESG Committee attended during the year
1.	Deepa Kapoor*	Chairperson (Independent Director) (upto March 31, 2024)	4	4
2.	Anish Ghoshal*	Member (Independent Director)	4	4
3.	Biren Gabhawala*	Member (Independent Director)	4	4
4.	PD Mundhra [§]	Member (Executive Director) (Chairperson w.e.f April 1, 2024)	4	4
5.	Kapil Jain [#]	Member (Executive Director)	NA	NA
6.	Naresh Chand Gupta [#]	Member (Independent Director)	NA	NA
7.	Naval Bir Kumar [#]	Member (Independent Director)	NA	NA

Sr. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR & ESG Committee held during the year	Number of meetings of CSR & ESG Committee attended during the year
8.	Shailesh Kekre [#]	Member (Independent Director)	NA	NA

* Ceased to be Members at the close of business hours on March 31, 2024.

^{\$} Appointed as Chairperson of the Committee w.e.f. April 1, 2024.

[#] Appointed to the Committee w.e.f. April 1, 2024.

3. Provide the web-link where Composition of CSR & ESG committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:

Composition of CSR & ESG committee:

<https://eclerx.com/about-eclerx/board-of-directors/>

CSR Policy:

<https://eclerx.com/investor-relations/corporate-governance-policies/>

CSR projects approved by the board:

<https://eclerx.com/sustainability-at-eclerx/social/>

4. Provide the executive summary along with web-link(s) of impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:

Not Applicable

5. (a) Average net profit of the company as per sub-section (5) of Section 135:

Rs. 4,371.91 million

(b) Two percent of average net profit of the company as per sub-section (5) of Section 135:

Rs. 87.44 million

(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years:

Nil

(d) Amount required to be set off for the financial year if any:

Nil

(e) Total CSR obligation for the financial year [(b)+(c)-(d)]:

Rs. 87.44 million

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):

Rs. 78.86 million

(b) Amount spent in Administrative Overheads:

Rs. 4.37 million

(c) Amount spent on Impact Assessment, if applicable:

Not Applicable

(d) Total amount spent for the Financial Year [(a)+(b)+(c)]:

Rs. 83.23 million

(e) CSR amount spent or unspent for the financial year

Total Amount Spent for the Financial Year 2023-24 (in Rs. Million)	Amount Unspent (in Rs. Million)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount (in Rs. Million)	Date of transfer	Name of the Fund	Amount (in Rs. Million)	Date of Transfer
83.23	4.21	22/04/2024	Nil	Nil	Nil

(f) Excess amount for set off, if any: Not Applicable

Sr. No.	Particulars	Amount (in Rs. million)
i	Two percent of average net profit of the company as per section 135(5)	87.44
ii	Total amount spent for the Financial Year	83.23
iii	Excess amount spent for the financial year [(ii)-(i)]	Not Applicable
iv	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Not Applicable
v	Amount available for set off in succeeding financial years[(iii)-(iv)]	Not Applicable

7. Details of Unspent CSR amount for the preceding three financial years:

Nil

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Not Applicable

9. Specify the reasons, if the Company has failed to spend two percent of the average net profit as per sub-section (5) of Section 135:

During FY2023-24, the Company has spent Rs. 83.23

million on various CSR projects and administrative overheads. The Company has transferred Rs. 4.21 million towards the ongoing CSR projects to Unspent CSR Account and the same shall be spent in accordance with the CSR Rules. With this Company has met its CSR obligation.

eClerx remains dedicated to driving positive change through our CSR initiatives. We thank all our Implementing agencies, employees and other stakeholders for their continued collaboration and support to bring in societal progress and transformation in the lives of our beneficiaries

Kapil Jain

Managing Director & Group CEO

Place: Mumbai

Date: August 13, 2024

PD Mundhra

Chairperson of CSR & ESG Committee

Place: Mumbai

Date: August 13, 2024

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

The Business Responsibility and Sustainability Report is presented as prescribed under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

Sr. No.	Particulars	
1.	Corporate Identity Number (CIN) of the Listed Entity	L72200MH2000PLC125319
2.	Name of the Listed Entity	eClerx Services Limited
3.	Year of incorporation	2000
4.	Registered office address	Sonawala Building, 1 st Floor, 29 Bank Street, Fort, Mumbai – 400 023, Maharashtra, India
5.	Corporate address	4 th Floor, Express Towers, Nariman Point, Mumbai – 400021
6.	Email id	investor@eClerx.com
7.	Telephone	+91 (022) 6614 8301
8.	Website	www.eClerx.com
9.	Financial year for which reporting is being done	Financial year 2023-24 (April 1, 2023 to March 31, 2024)
10.	Name of the Stock Exchange(s) where shares are listed	BSE Limited and National Stock Exchange (NSE) of India Limited
11.	Paid-up Capital	Rs. 49,02,53,590
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Name: Srinivasan Nadadhur Designation: Chief Financial Officer Telephone number: 91 (022) 6614 8301 E-mail id: esg@eclerx.com
13.	Reporting boundary	The disclosures made in this report are on a consolidated basis including eClerx global operations. (except for Principle 6 which is limited to our India & Manila offices considering more than 90% of our headcount.)
14.	Name of the assurance provider	TÜV SÜD South Asia Private Limited
15.	Type of assurance obtained	Limited (Ongoing)

II. Products/services

16. Details of business activities (accounting for 90% of the turnover)

Sr. No.	Description of main activity	Description of business activity	% of turnover of the entity
1.	Information Technology Enabled Services	eClerx provides business process management, change management, data-driven insights and advanced analytics services to its clients	100%

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover)

Sr No	Product/Service	NIC Code	% of total turnover contributed
1.	Data processing, hosting and related activities; web portal	631	95.5%
2.	Software development, licensing of software products and related services	620	4.5%

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated

Location	Number of Plants	Number of Offices	Total
National	Not Applicable	7	7
International	Not Applicable	16	16

Note: The Mohali office serves as a temporary arrangement to alleviate space limitations at our Chandigarh office.

19. Markets served by the entity

a. Number of locations:

Location	Number of Plants
National (No. of states)	3 States and 1 Union Territory
International (No. of countries)	14 (including India)

b. What is the contribution of exports as a percentage of the total turnover of the entity? 99.3%

c. A brief on types of customers

eClerx provides services to customers belonging to financial services, cable and telecommunications, retail, fashion, media and entertainment, manufacturing, travel and leisure, software and high-tech industries.

IV. Employees

20. Details as at the end of Financial Year: 2023 - 24 (March 31, 2024)

a. Employees (including differently abled)

Sr. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
Employees						
1.	Permanent (D)	14,191	8,723	61.5%	5,468	38.5%
2.	Other than permanent (E)	3,143	1,895	60.3%	1,248	39.7%
3.	Total Employees (D+E)	17,334	10,618	61.2%	6716	38.7%

Notes:

- eClerx categorizes its entire workforce as 'employees' and none as 'workers'. Hence worker related data is not applicable.
- The employee count shown in the table above includes the total global headcount for eClerx, encompassing all subsidiaries.

b. Differently abled Employees

Sr. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
Differently abled Employees						
1.	Permanent (D)	10	8	80.0%	2	20.0%
2.	Other than Permanent (E)	0	0	-	0	-
3.	Total differently abled employees (D+E)	10	8	80.0%	2	20.0%

Notes:

- eClerx designates everyone in its workforce as 'employees', so data specific to workers does not apply.
- This data pertains only to eClerx locations and subsidiaries in India, as global regulations prohibit employers from collecting personal disability information.

21. Participation/Inclusion/Representation of women

Sr. No.	Particulars	Total (A)	No and % of females	
			No. (B)	% (B/A)
1.	Board of Directors	11	2	18.2%
2.	Key Management Personnel	4	0	0%

Notes: Mr. PD Mundhra, Executive Director and Mr. Kapil Jain, MD & Group CEO on the Board of the Company are also Key Managerial Personnel and therefore have been included in both the categories.

22. Turnover rate for permanent employees and workers

(Disclose trends for the past 3 years)

	FY 2023-24			FY 2022-23			FY 2021-22		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	19.36%	23.26%	20.85%	33.98%	35.56%	34.77%	34.21%	35.34%	34.62%

Notes:

- eClerx designates everyone in its workforce as 'employees', so data specific to workers does not apply.
- Data for FY 2021-22 and FY 2022-23 pertains only to Mumbai, Pune, and Chandigarh locations. In FY 2023-24, however, due to the implementation of a centralized HRMS, the data now reflects our global employee turnover rate.

V. Holding, Subsidiary and Associate Companies (including joint ventures)**23. (a) Names of holding/subsidiary/associate companies/joint ventures**

Sr. No.	Name of the holding/subsidiary/associate companies/joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	eClerx LLC (U.S.A)	Subsidiary	100	Yes
2	eClerx Private Ltd (Singapore)	Subsidiary	100	Yes
3	eClerx Investments (UK) Limited	Subsidiary	100	Yes
4	Eclipse Global Holdings LLC	Subsidiary	100	Yes
5	CLX Europe Media Solution GmbH	Subsidiary	100	Yes
6	CLX Europe S.P.A (Italy)	Subsidiary	100	Yes
7	eClerx Canada Limited	Subsidiary	100	Yes
8	eClerx B.V. (Netherlands)	Subsidiary	100	Yes
9	ASEC Group LLC	Subsidiary	100	Yes
10	CLX Thai Co. Limited (Thailand)	Associate	49	Yes
11	CLX Europe Media Solution Limited (UK)	Subsidiary	100	Yes
12	AGR Operations (Manila) Inc.	Subsidiary	100	Yes
13	eClerx PTY Limited	Subsidiary	100	Yes
14	Personiv Contact Centers India Private Ltd.	Subsidiary	100	Yes
15	AG Resources (India) Private Limited	Subsidiary	100	Yes
16	eClerx Limited (U.K)	Subsidiary	100	Yes
17	eClerx ME Information Technology Consultants L.L.C	Subsidiary	100	Yes
18	eClerx Switzerland SA	Subsidiary	100	Yes
19	Personiv Contact Centers LLC	Subsidiary	100	Yes

VI. CSR Details**24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013:** Yes**(ii) Turnover (in Rs.):** INR 20,94,83,04,488 (Standalone – eClerx Service Ltd., India)**(iii) Net worth (in Rs.):** INR 15,12,36,66,343 (Standalone – eClerx Service Ltd., India)

VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct (NGRBC).

Stakeholder group from whom complaint is received	Grievance Redressed Mechanism in Place (Yes/No) <small>(If Yes, then provide web-link for grievance redress policy)*</small>	FY 2023-24			FY 2022-23		
		Number of complaint filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaint filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	0	0	-	0	0	-
Investors (other than shareholders)	Yes	0	0	-	0	0	-
Shareholders	Yes	29	1	Non-receipt of dividend & proceeds w.r.t. Bonus Issue	132	0	Non-receipt of dividend & Buyback
Employees and workers	Yes	1	1	Health and safety, working conditions	0	0	-
Customers	Yes	0	0	-	0	0	-
Value Chain Partners	Yes	0	0	-	0	0	-
Others	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

Notes:

- eClerx has a standalone grievance redressal policy which is available on the company's intranet and is not available on public platform as of now.

26. Overview of the entity's material responsible business conduct issues.

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Data Privacy & Cyber Security	Risk & Opportunity	<p>Risk</p> <ul style="list-style-type: none"> - eClerx, being a ITeS company, is prone to cyber-attacks and information security breaches. These pose a major threat to our data safety and security practices. These incidents can harm the reputation of the company as well as lead to financial losses in some cases. 	<ol style="list-style-type: none"> 1. eClerx is an ISO27001:2022 certified company and is compliant with all the requirements of the standard. 2. The company has a well-established IS policy which is governed by the dedicated Information Security Management Team (ISMT). 3. The policy is well translated into procedures and all the related metrics are tracked internally. 	<p>Negative</p> <ol style="list-style-type: none"> 1. Cyber-attacks may lead to financial losses 2. Building a robust IT infrastructure requires significant investment and cost. <p>Positive</p> <p>Reduced data breaches and cyber security threats instill client confidence and eventually increased business.</p>

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
			<p>Opportunity Implementing state of the art information security practices and global IS standards will result in higher client confidence and more business.</p>	4. All employees are mandatorily required to go through a biennial training on Information security.	
2	Business ethics & Integrity	Opportunity	Strong corporate governance will help the company attain its goals and objectives. It reinforces stakeholder trust and confidence leading to increased reputation and business growth.	-	<p>Positive Business growth leading to higher revenue and client stickiness.</p>
3	Workforce diversity & employee engagement	Risk & Opportunity	<p>Risk eClerx is a business process management company. Employees are its biggest resource. The health and safety of employees is critical to delivering the output and overall productivity. Poor quality of hires, high attrition, increased absenteeism - all impact the business negatively.</p> <p>Opportunity A diverse workforce and inclusive work environment creates a business ecosystem which is conducive to talent retention and growth.</p>	<ol style="list-style-type: none"> eClerx has an occupational health and safety policy and effective mechanisms to protect employees from workplace injuries and health hazards. eClerx has its offices in disable friendly campuses further making the workplace inclusive. Company promotes a diverse work-culture and does not discriminate against person with disabilities and other minorities and vulnerable groups. Recurring training and awareness programs are conducted by the environment, health and safety committee. 	<p>Negative Health and safety incidents cause loss of productive work-time, delay in delivery and eventual monetary loss and loss of business.</p> <p>Positive Diverse and inclusive workforce fosters creativity and new business ideas leading to growth. Investments in learning and development helps in employee retention and improved performance.</p>
4	Climate Change	Risk & Opportunity	<p>Risk</p> <ul style="list-style-type: none"> Physical risks due to extreme weather events (floods/water scarcity) pose a threat to business operations as it affects the overall health and productivity of employees. Transition risk due to new regulations/policies can impact company's growth and profitability Opportunity. Positioning itself as an environment friendly organization helps eClerx in improving the brand image. Savings from low carbon fuel transport, low emission/renewable energy sources, green buildings. 	<ol style="list-style-type: none"> eClerx has a dedicated Business Continuity Management (BCM) Policy and is an ISO22301 certified company for BCMS. The company also has an environmental policy with emission reduction targets. Climate action and net zero transition plan is integrated with the business strategy eClerx has taken numerous initiatives to reduce its carbon footprint. 	<p>Negative Investments in renewable energy and low carbon fueled transportation services for our employees are significant which may result in increased costs and reduced profitability.</p> <p>Positive eClerx's clients are increasing demanding for climate action. Positioning eClerx as a climate resilient company opens a plethora of new business opportunities both from existing and new clients.</p>

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Sr. No.	Disclosure questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and Management Processes										
1.	a. Whether our entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	N	Y	Y
	b. Has the policy been approved by the board? (Yes/No)	Y	Y	Y	Y	Y	Y	NA	Y	Y
	c. Web Link of the Policies, if available	https://eclerx.com/investor-relations/corporate-governance-policies/								
2.	Whether the entity has translated the policy into procedures. (Yes / No)	Y	Y	Y	Y	Y	Y	NA	Y	Y
3.	Do the enlisted policies extend to your value chain partners? (Yes/No)	Y	Y	Y	Y	Y	Y	NA	Y	Y
4.	Name of the national and international codes/certifications/labels/standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	<ul style="list-style-type: none"> eClerx has not obtained principle-wise certifications. It obtains certifications based on business needs & requirements. Currently, eClerx is conforming to the requirements of ISO/IEC 27001:2022 (Information Security Management System) and ISO 22301:2019 (Business Continuity Management System). 								
5.	Specific commitments, goals & targets set by the entity with defined timelines, if any.	eClerx's commitments, goals and targets form a part of its policies. Kindly refer to the policies on the link mentioned in 1 (C) above for the same.								
6.	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	eClerx internally tracks the progress against the goals mentioned in the policies. The same is not disclosed publicly.								

NA – Not Applicable

Governance, leadership and oversight

7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure).

During the last financial year, eClerx significantly advanced its ESG agenda. The company intensified its decarbonization efforts and ensured compliance with Global Reporting Initiative (GRI) and UN Sustainable Development Goals (SDGs).

In FY 2023-24, we have achieved a twofold increase in renewable electricity consumption. This now makes up 64% of our total electricity use in India and Manila locations covering more than 90% of our workforce. We have also expanded our EV fleet to reduce emissions from employee commuting. Compliant with the NGRBC principles and SEBI requirements, we publish our Business Responsibility & Sustainability Reports (BRSR) every year to ensure transparency and accountability.

We continue to promote diversity, equity, inclusion, and have ensured that our CSR initiatives focus on Education, Employability, and Environment. Through

these initiatives, we supported the adoption of green energy and enhanced climate resilience benefiting education from early childhood to university (age 5-22 years) and supporting skill development and job placements for disadvantaged youths (age 18-35 years). Nationally, our tree plantation drives resulted in over 70,000 saplings being planted. Our combined efforts positively impacted approximately 15,000 beneficiaries.

Additionally, our employee engagement activities, such as upcycling wastepaper, career counselling, resume building, communication workshops, job readiness programs, and tree plantation drives benefited around 24,000 individuals.

8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).

Name: Srinivasan Nadadhur

Designation: Chief Financial Officer, eClerx Services Limited

Telephone number: +91 (022) 6614 8301

E-mail id: esg@eclerx.com

9. Does the entity have a specified Committee of the Board/Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.

Yes, eClerx has a dedicated CSR & ESG Committee at the board level which is responsible for decision making on sustainability related issues. The committee comprises of the following members:

1	Mr. PD Mundhra	Chairperson (Executive Director)
2	Mr. Kapil Jain	Member (Managing Director & Group CEO)
3	Mr. Naresh Chand Gupta	Member (Independent Director)
4	Mr. Naval Bir Kumar	Member (Independent Director)
5	Mr. Shailesh Kekre	Member (Independent Director)

The detailed information on the committee’s roles and responsibilities is available at the following link (page 8): <https://eclerx.com/wp-content/uploads/2024/03/Committee-and-its-member-01042024.pdf>

10. Details of Review of NGRBCs by the Company.

Subject for Review	Indicate whether review was undertaken by Director/ Committee of the Board/ Any other Committee	Frequency: Annually (A) / Half yearly (H) / Quarterly(Q) / Any other – please specify								
		P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow-up action	The performance against each policy is tracked internally by respective department heads. The same is centrally governed by the ESG committee.	A	A	A	A	A	A	NA	A	A
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	eClerx is compliant with all statutory requirements that are relevant to the principles. This is being reviewed by the internal ESG Committee.	Compliance status is updated on monthly basis by respective departments in the compliance tool and is centrally governed by the risk committee at eClerx.								

11. Has the entity carried out independent assessment/evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P1	P2	P3	P4	P5	P6	P7	P8	P9
		N	N	N	N	N	N	N	N

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as “Essential” and “Leadership”. While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

PRINCIPLE 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable

Essential Indicators

1. Percentage coverage by training and awareness programs on any of the Principles during the financial year.

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	1	eClerx Corporate Governance, Ethics, Code of Conduct, Insider Trading, Conflict of Interest, Nomination & Remuneration, Board Committees at eClerx, Risk Management and other company policies	100%
Key Managerial Personnel	5	Environmental sustainability, Data Privacy and Cyber Security, Information Security Management System, Career Development, Anti-bribery & Anti-corruption, eClerx Code of Conduct	100%
Employees other than BoD and KMPs	5	Environmental sustainability, Data Privacy and Cyber Security, Information Security Management System, Career Development, Anti-bribery & Anti-corruption, eClerx Code of Conduct	97%
Workers	Not Applicable	Not Applicable	Not Applicable

Notes:

- Pursuant to Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company conducts various familiarization programs in order to familiarize its independent directors with their roles, rights, responsibilities in the Company, nature of the industry in which the company operates, business model of the company, etc., by imparting suitable training sessions. In addition, the Company also undertakes various initiatives on a continuous basis to update the Independent Directors about the ongoing events and developments relating to the Company and significant changes in the regulatory environment.
- All eClerx employees are required to go through mandatory Code of Conduct training and acknowledge by signing the Code at the time of joining the company. Additionally, there are semi-annual Information security and anti-bribery, and anti-corruption refreshers conducted mandatorily for all employees.
- eClerx has also recently launched training modules on ESG, environmental sustainability, ethics and health and safety for all its employees, which they are mandatorily required to go through on the company's learning portal.

2. Details of fines/penalties/punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by directors/KMPs) with regulators/ law enforcement agencies/judicial institutions, in the financial year, in the following format (Notes: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website).

	NGRBC Principle	Name of the regulatory/enforcement agencies/judicial institutions	Brief of the Case	Amount	Has an appeal been preferred? (Yes/No)
Monetary					
Penalty/Fine	P1	Reserve Bank of India (RBI)	For entity – AG Resources (India) Private Limited* - Delay in filing of DI, FCGPR and giving guarantee outside India without RBI permission	Rs. 20,33,584	No
	P1	Reserve Bank of India (RBI)	For entity – Personiv Contact Centers India Private Limited* - Giving guarantee outside India without RBI permission	Rs. 18,31,820	No
Settlement	-	0	0	0	NA
Compounding fee	-	0	0	0	NA
Non-Monetary					
Imprisonment	-	0	0	NA	NA
Punishment	-	0	0	NA	NA

* AG Resources (India) Private Limited and Personiv Contact Centers India Private Limited are wholly owned subsidiaries of eClerx Services Limited

3. Of the instances disclosed in Question 2 above, details of the Appeal/Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/enforcement agencies/ judicial institutions
Not Applicable	Not Applicable

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes, eClerx has an Anti-Bribery and Anti-Corruption Policy that applies globally to all individuals associated with eClerx, including directors, senior executives, officers, employees (permanent, fixed-term, or temporary), consultants, contractors, trainees, seconded staff, casual workers, volunteers, interns, agents, and any other affiliates or subsidiaries.

eClerx is dedicated to preventing, and detecting fraud, bribery, and other corrupt practices. The company is committed to conducting all business activities with honesty, integrity, and the highest ethical standards, and enforces a strict policy against bribery and corruption in all its global operations. The full policy can be accessed at the following link: <https://eclerx.com/wp-content/uploads/2019/09/Anti-Bribery-Anti-Corruption-Policy.pdf>

5. Number of Directors/KMPs/employees against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/corruption.

	FY 2023-24	FY 2022-23
Directors	0	0
KMPs	0	0
Employees	0	0
Workers	Not Applicable	Not Applicable

6. Details of complaints with regard to conflict of interest.

	FY 2023-24		FY 2022-23	
	Number	Remarks	Number	Remarks
Directors	0	-	0	-
KMPs	0	-	0	-

7. Provide details of any corrective action taken or underway on issues related to fines/penalties/action taken by regulators/law enforcement agencies/judicial institutions, on cases of corruption and conflicts of interest.

Not Applicable since no cases of corruption or Conflict of Interest registered.

8. Number of days of accounts payables ((Accounts payable *365)/Cost of goods/services procured) in the following format.

Not Applicable since no cases of corruption or Conflict of Interest registered

	FY 2023-24	FY 2022-23
No. of days of accounts payables	17	16

Note – Consolidated level - eClerx including all its subsidiaries.

9. Open-ness of business: Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format.

Parameter	Metrics	FY 2023-24	FY 2022-23
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	0	0
	b. Number of trading houses where purchases are made from	0	0
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	0	0
Concentration of Sales	a. Sales to dealers/distributors as % of total sales	0	0
	b. Number of dealers/distributors to whom sales are made	0	0
	c. Sales to top 10 dealers/distributors as % of total sales to dealers/ distributors	0	0
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	0	0
	b. Sales (Sales to related parties / Total Sales)	0	0
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	0	0
	d. Investments (Investments in related parties / Total Investments made)	0	0

Note – At the consolidated level (eClerx including all its subsidiaries), related party transactions (RPT) with subsidiaries are eliminated, and the Company has no sales or purchase transactions with any Key Managerial Personnel (KMP).

Leadership Indicators

1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year.

Total number of awareness programmes held	Topics/principles covered under the training and its impact	% age of value chain partners covered (by value of business done with such partners) under awareness programmes
1 (Annual Training)	The training covers an understanding of eClerx's sustainable procurement policy. It includes topics such as environmental and social impact of procurement, ethics and integrity for suppliers, supplier diversity, supplier monitoring and governance, vendor evaluation practices and incentive programs.	79%

2. Does the entity have processes in place to avoid/manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same.

Yes. Code of conduct lays down the said process and can be accessed on <https://eclerx.com/docs/Code-of-Conduct.pdf>, Page 14.

PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively:

	FY 2023-24	FY 2022-23	Details of improvements in environmental and social impacts
R&D	0	0	Not applicable
CAPEX	0	0	Not applicable

Note: eClerx operates in the IT/ITES space, and its products & processes by nature have limited to no environmental or social impact.

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

Yes

b. If yes, what percentage of inputs were sourced sustainably?

85%

During the vendor onboarding process, all critical vendors (determined by business value) are required to complete an ESG commitment questionnaire and acknowledge the Supplier Code of Conduct, which adheres to UNGC principles. As of FY 2023-24, 91% of the 75 identified critical vendors have acknowledged the compliance certificate, 81% have agreed to the Supplier Code of Conduct, and 84% have responded to the ESG questionnaire.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

Not applicable. eClerx is a process management company specializing in IT-enabled services and does not produce tangible goods. As such, there is no involvement in the reclamation of plastics or waste management.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

No, EPR is not applicable to eClerx since it is not a manufacturing company and does not produce any goods.

Leadership Indicators

1. Has the entity conducted Life Cycle Perspective/ Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

eClerx, a provider of Business Process Management services, offers virtual products that have minimal environmental impact. Operating from leased facilities also limits its control over office product use. Therefore, lifecycle assessment is not a key focus area for the company due to its operational model.

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in

the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

None

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Not Applicable. eClerx is an IT enabled service provider and does not use any material to manufacture any products.

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tons) reused, recycled, and safely disposed, as per the following format.

Not Applicable. eClerx is an IT enabled service provider and does not manufacture any products. Hence, there are no reclaims.

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Not Applicable. eClerx is an IT enabled service provider and does not manufacture any products. Hence, there are no reclaims.

PRINCIPLE 3: Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

1. a. Details of measures for the well-being of employees.

Category	Total (A)	% of employee covered by									
		Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent employees											
Male	8,723	8,723	100%	8,723	100%	N.A.	N.A.	8,723	100%	0	0%
Female	5,468	5,468	100%	5,468	100%	5,468	100%	N.A.	N.A.	0	0%
Total	14,191	14,191	100%	14,191	100%	5,468	38.53%	8,723	61.47%	0	0%
Other than permanent employees											
Male	1,895	1,895	100%	1,895	100%	N.A.	N.A.	1,895	100%	0	0%
Female	1,248	1,248	100%	1,248	100%	1,248	100%	N.A.	N.A.	0	0%
Total	3,143	3,143	100%	3,143	100%	1,248	39.71%	1,895	60.29%	0	0%

Notes:

- 100% of our employees are covered by Health and Accidental Insurance, and Parental benefits.
- eClerx does not offer specific parental benefits to on-shore employees, but it adheres to all government-mandated benefits.
- eClerx offices are located on campuses which provides a common daycare facility and are available for employees to use at their discretion. These services are paid for by the employees.

b. Details of measures for the well-being of workers.

Not Applicable. Our entire workforce is categorized as “employees” and none as “workers”.

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format.

	FY 2023-24	FY 2022-23
Cost incurred on well - being measures as a % of total revenue of the company	0.3%	0.3%

Note:

- The data is specific to our locations in India and Manila.

2. Details of retirement benefits, for Current Financial Year and Previous Financial Year.

Benefits	FY 2023-24			FY 2022-23		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	61%	N.A.	Yes	52%	N.A.	Yes
Gratuity	100%	N.A.	Yes	100%	N.A.	Yes
ESI	48%	N.A.	Yes	58%	N.A.	Yes
Others*	80%	N.A.	Yes	92%	N.A.	Yes

Notes:

- *Other benefits are location specific, for example, in India - Professional Tax and Labor Welfare Fund, US – 401K, Manila - SSS, HDMF, PHIC, London – Pension; Australia – Superannuation.
- N.A. – Not applicable.

3. Accessibility of workplaces - Are the premises/offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes, all our office locations are fully accessible to persons with disabilities. We provide wheelchair ramps at the entrances, flap barriers in addition to turnstiles for easier entry, and accessible restrooms on every floor. Lifts feature Braille buttons, engraved pathways, staircases, and hand railings to assist visually impaired individuals. Extra lift buttons for shorter individuals are available on all floors. Additionally, we offer home pick-up and drop-off services for persons with disabilities outside the transport boundary. More details can be found on page 9 of our Employee Relations & Human Rights Policy at the following link: https://eclerx.com/wp-content/uploads/2023/11/HR_CDP_006_Employee-Relations-and-Human-Rights-Policy.pdf

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

In line with the Disabilities Act, eClerx is committed to ensuring a work environment free from discrimination against persons with disabilities. We strive to create a supportive atmosphere where individuals with disabilities can excel in their roles. Our policies include:

- Providing necessary facilities and amenities to enable persons with disabilities to perform their duties effectively.
- Ensuring that all opportunities are based on merit.

We track disability self-declarations during both the application and appointment stages. eClerx has a dedicated equal employment opportunity policy available on the company intranet but not in the public domain. For more details, please refer to page 9 of our Employee Relations & Human Rights Policy at the following link: https://eclerx.com/wp-content/uploads/2023/11/HR_CDP_006_Employee-Relations-and-Human-Rights-Policy.pdf.

5. Return to work and Retention rates of permanent employees that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	99%	93%	Not Applicable	
Female	96%	89%		
Total	98%	91%		

Note:

- The data pertains to our global locations.

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

Permanent Workers	Not Applicable. eClerx categorizes its entire workforce as 'employees'
Other than Permanent Workers	Not Applicable. eClerx categorizes its entire workforce as 'employees'

Permanent Employees	Yes. eClerx's grievance redressal process occurs in four stages, beginning with the raising of the grievance. Employees are encouraged to promptly bring their grievances to the attention of their managers and/or HR Business Partner (HRBP), providing factual details and supporting evidence. This is followed by an investigation of the grievance, during which the HRBP ensures that all involved parties receive a fair hearing. In the third stage, known as the 'closure' stage, the HRBP receives the final recommendations from the investigating authorities (as outlined in the Conduct and Discipline Policy), communicates these recommendations to the immediate manager, and ensures they are implemented within one working day. The final stage, 'appeal,' allows employees who are dissatisfied with the decision to appeal to the vertical head or HR head within three working days of receiving the decision. If it is determined during the investigation that the grievance was fabricated with malicious intent, strict punitive action will be taken against the employee, as approved by both the Head of HR and the Vertical Head.
Other than Permanent Employees	Same as above

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity.

In accordance with the local laws and constitution and to ensure fairness in its labor practices, eClerx encourages open conversations with employees, that will assist in improving its processes. eClerx recognizes and respects the right of employees to establish and join organizations which are designed to engage in collective bargaining, and other initiatives to promote and defend the interests of the workforce. No eClerx employee is dismissed or otherwise prejudiced for being a member of such employee organization or

because of participation in such organization outside of working hours, or within working hours, with consent of their line manager. Employees enjoy protection against discrimination by virtue of their membership of an employee organization and their employment is not conditional upon an employee not joining or relinquishing membership of such an organization. The above practice is in line with the Indian constitution, however local laws and labor practices takes precedence wherever applicable.

Category	FY 2023-24			FY 2022-23		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total Permanent employees	14,191	0	0%	15,387	0	0%
Male	8,723	0	0%	9,610	0	0%
Female	5,468	0	0%	5,777	0	0%

Notes:

- Headcount for FY 2022-23 differs from BRSR 2023 published report as the last year's report was limited to India location, whereas the current report considers the global headcount.
- The count of permanent employees has reduced, however, there is an overall increase in the headcount due to hiring of non-permanent employees.

8. Details of training given to employees and workers.

Category	FY 2023-24					FY 2022-23				
	Total (A)	On health and safety measures		On skill upgradation		Total (D)	On health and safety measures		On skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
EMPLOYEES										
Male	10,618	9,027	85.01%	8,636	81.33%	9,936	Not Applicable		7,212	72.58%
Female	6,716	5,521	82.20%	5,030	74.89%				4,118	69.40%
Total	17,334	14,548	83.92%	13,666	78.83%				15,870	11,330

Notes:

- Headcount for FY 2022-23 differs from BRSR 2023 published report as the last year's report was limited to India location, whereas the current report considers the global headcount.
- Training data on health and safety for FY 2022-23 is not applicable, as the module was launched in FY 2023-24. However, all eClerx employees are required to complete mandatory training on the company Code of Conduct, which includes health and safety and working conditions.
- The above percentage represents the global headcount; however, 90% of employees in India and 100% of employees in Manila are trained in health and safety measures.

9. Details of performance and career development reviews of employees

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. (B)	%(B/A)	Total (C)	No. (D)	%(D/C)
Male	10,618	10,563	99.5%	9,936	9,867	99.3%
Female	6,716	6,522	97.1%	5,934	5,819	98.1%
Total	17,334	17,085	98.6%	15,870	15,686	98.8%

Notes:

- Headcount for FY 2022-23 differs from BRSR 2023 published report as the last year's report was limited to India location, whereas the current report considers the global headcount.
- Agents at one of our US locations do not go through the annual performance review process but they are evaluated throughout the year on different parameters. The number excludes agents.
- 100% of our employees in India and Manila go through annual performance appraisal and career development cycle.

10. Health and safety management system.

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?

Yes, eClerx is dedicated to upholding high standards of occupational health and safety and becoming an environmentally responsible organization. Our commitment involves ensuring a safe and healthy work environment to prevent injuries, minimize risks, and maintain employee well-being and morale. We comply with health and safety standards and guidelines, providing essential training and equipment to support our employees. Prioritizing preventive measures, we proactively identify potential accidents and emergencies through risk assessments and third-party audits. To mitigate risks, we conduct regular checks, including fire alarm inspections, personnel addressal system tests, smoke detector evaluations, fire extinguisher inspections, sprinkler system checks, facility supervision for damages or repairs, ensuring obstacle-free fire exits, and health checks of all electrical equipment..

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

The company has an internal Environment, Health, and Safety Committee that conducts periodic assessments to identify hazardous and unsafe activities. This committee ensures the implementation of effective measures to

control and mitigate potential risks. Additionally, process owners and managers are responsible for providing employees with a safe working environment. They must ensure that adequate controls are identified and implemented to address and mitigate occupational health and safety risks, such as fire, electric shock, slips, and trips.

c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N).

Yes, periodic meetings are held with various teams to gather their feedback on any identified work-related hazards. Employees can also raise concerns or requests through an online portal available on our global intranet. Frequent email communications are sent across the organization to provide updates on incident reports and share contact and escalation details for the respective points of contact. Fire exit plans are prominently displayed on all work floors, and unobstructed exit doors are provided for easy evacuation. Additionally, eClerx has implemented a system to appoint a senior manager in each team as a crisis warden, who is available to assist team members during times of crisis to ensure business continuity.

d. Do the employees/worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No).

Yes, eClerx operation centers are equipped

with on-call doctor and paramedic services, including 24/7 emergency ambulance availability. Medical personnel are present at all office sites to handle emergencies. eClerx is also committed to promoting the overall mental and physical well-being of its employees. The eClerx Wellness team organizes virtual weekly Yoga, Meditation, and Zumba classes, facilitated

by external experts, for employees and their family members at no cost. Additionally, eClerx conducts periodic health assessments and surveys to gauge employee wellness and offers annual health check-up plans for different age groups at subsidized rates. Employees also have access to an app and web-based portal for monitoring their mental and physical health.

11. Details of safety related incidents, in the following format

Safety Incident/Number	FY 2023-24	FY 2022-23
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	0	0
Total recordable work-related injuries	0	0
No. of fatalities	0	0
High consequence work-related injury or ill-health (excluding fatalities)	0	0

Notes:

- The above data is for employees only.
- The fatalities and injuries data for FY 2022-23 was limited to India, whereas FY 2023-24 data encompasses eClerx offices globally.

12. Describe the measures taken by the entity to ensure a safe and healthy work place.

Fire safety drills, training, and awareness sessions are conducted for all employees at regular intervals. The BCM team performs call-tree tests to ensure that employees can be reached during a crisis. The company has implemented regular checks to mitigate risks, including fire alarm inspections, personnel addressal system tests, smoke detector evaluations, fire extinguisher inspections, sprinkler system checks, facility supervision to identify and address any damages or repairs that could cause accidents or injuries, ensuring obstacle-free fire exits, and health checks of all electrical equipment.

13. Number of Complaints on the following made by employees and workers.

	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	2	0	-	0	0	-
Health & Safety	1	0	-	0	0	-

Notes:

- The data in the above table represents our global offices.
- Zero complaints received from our offices in India.

14. Assessments for the year.

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100% of our offices in India are internally assessed for health and safety practices and working conditions.
Working Conditions	

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

Not Applicable.

Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N)?

Yes, eClerx offers compensatory package to employees in the event of death.

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

eClerx conducts periodic audits of its critical value chain partners to ensure compliance.

3. Provide the number of employees/workers having suffered high consequence work-related injury/ill-health/fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment.

	Total number of affected employees		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2023-24	FY 2022-23	FY 2023-24	FY 2022-23
Employees	0	0	0	0

There have been no instances of high consequence work-related injury/ill-health/fatalities in the mentioned period.

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/No)

No, eClerx does not currently offer transition assistance programs to support continued employability for employees. However, the company provides ongoing learning and upskilling programs, along with ample career development opportunities, throughout employees' tenure. These resources can help employees manage their careers effectively after retirement or termination of employment.

5. Details on assessment of value chain partners.

% of value chain partners (by value of business done with such partners) that were assessed

Health and safety practices	NIL
Working Conditions	NIL

The company plans to assess its critical value chain partners for health and safety practices during the

current fiscal year. As part of the vendor onboarding process, all critical vendors (based on business value) are required to complete an ESG commitment questionnaire and accept the Supplier Code of Conduct. These requirements are aligned with the NGRBC principles and cover environmental, social, and governance topics. As of March 2024, 91% of the 75 identified critical vendors have signed the compliance certificate, 81% have agreed to the Supplier Code of Conduct, and 84% have completed the vendor questionnaire.

6. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from assessments of health and safety practices and working conditions of value chain partners.

There are no corrective actions to report since the company has planned to initiate third party assessment of its critical value chain partners for health and safety practices and working conditions in the current financial year. No major significant risks/concerns observed during internal periodic reviews.

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

The management team at eClerx connects with diverse stakeholders through formal and informal channels at regular intervals. These stakeholders are shortlisted after extensive brainstorming depending on the material importance to business. The stakeholder relationship committee oversees the overall stakeholder engagement process. Stakeholder inputs are sought that help the company identify its potential material topics and provide insights into the future risks and opportunities of business.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/Half yearly/Quarterly /others - please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Customers	No	Project-related calls and meetings; project management reviews; relationship meetings and reviews; executive meetings and briefings; customer visits; responses to RFIs/RFPs; sponsored events; mailers; newsletters; brochures.	Continuous, Monthly, Quarterly, Half-yearly, Annually	Investments and capabilities in digital technologies; quality of work; data privacy and security; ethical behaviors; customer growth and transformation opportunities, fair business practices, community development.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Employees	No	Town halls; roadshows; project or operations reviews; video conferences; audio conference calls; PEEP; PROPEL (employee forum); one-on-one counselling	Continuous	Safe and comfortable workplace; diversity; engaging assignments; learning opportunities; career development; compensation structure
Investors & Shareholders	No	Annual General Meeting; Annual Reporting; BRSR; Press releases; investor conferences; earnings calls	Continuous, Monthly, Quarterly, Half-yearly, Annually	Financial performance; Materiality Assessment; Sustainability Reporting;
Academia	No	Meetings; presentations; lectures; webinars; website	Continuous, Annually	Job creation; curriculum enhancement; internship opportunities
Recruiting firms; Vendors	No	Review meetings; RFPs/RFQs	As and when required	Talent acquisition; ethical behaviour; fair business practices; creditworthiness; business continuity
Partners and Collaborators	No	Meetings; site visits; conference calls; business review meetings; partner events	Continuous, Monthly, Quarterly, Half-yearly, Annually	Customer feedback; automation opportunities; value addition and value creation; investments and credit-worthiness; expanding capabilities
Industry bodies	No	Conferences and seminars; working council meetings; surveys; summits	As and when required, Annual	Benchmarking; capabilities expansion, credit-worthiness; financial performance; ethics and fair business practices
Government bodies; NGOs; Local communities; Society	Yes, some local communities and NGOs	Project meetings, review calls; surveys; conferences; consultative sessions; due diligence; seminars; pre-releases	Continuous, Monthly, Quarterly, Half-yearly, Annually	Social Responsibility, Understanding community needs, Sustainable development, Legacy building, Local economic development, etc.

Leadership Indicators

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

eClerx holds periodic discussions between the Board committees and management to identify critical stakeholder concerns and align priorities with their expectations. The Stakeholders' Relationship Committee of the Board provides guidance and oversees the mechanism for addressing grievances and complaints from stakeholders and aligning Stakeholder priorities with the Company's business strategy. The committee reviews associate, vendor, and customer satisfaction survey reports, and oversees the mechanism for addressing stakeholders' grievances. The committee also reviews the Company's environmental, health and safety

obligations towards the stakeholders. The inputs received influence the creation of appropriate policies and practices that govern responsible business.

2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

Yes, inputs received from stakeholders are important building blocks that help the company shape to its ESG policy. An inclusive approach through continual engagement with stakeholders helps prioritize the key material issues. There is constant communication between the stakeholders and the business leaders highlighting critical improvement areas, emerging risks and new opportunities for the organization.

As climate action gains momentum, inputs and feedback received from our clients are incorporated into eClerx's ESG plan. The company's emission reduction targets mentioned in the environmental policy are set taking the customer's net-zero targets into consideration. eClerx has also consulted with different stakeholders and adopted newer technologies to help itself transition to a low carbon economy.

Human rights, diversity, equity and inclusivity are crucial to eClerx's vision of creating impact and value for its stakeholders. Pulse polls and engagement surveys are conducted annually to understand the pain points of its most important stakeholders – its people. These inputs help the company design policies and procedures that drive employee satisfaction.

The company's regular connect with governing and regulatory bodies helps ensure compliance and consensus oriented decision making. The company is committed towards transparent and timely

resolution of issues so that it continues to do right by all its stakeholders.

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/marginalized stakeholder groups.

Through its various CSR initiatives, eClerx engages with the vulnerable and marginalized sections of the local community. These are typically rural women, students from economically weaker sections, unemployed youth, patients from under-represented communities, persons with disabilities and children with special needs. This is governed by the CSR policy at eClerx which is available on the company's website. Any concerns by any of the beneficiaries can be directly raised to the CSR head through our channel partners or electronically. The issues are immediately addressed by the concerned departments wherever applicable.

No issues have been reported by any of the vulnerable/marginalized stakeholder groups in the reporting year.

PRINCIPLE 5: Businesses should respect and promote human rights

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format.

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. of employees covered (B)	% (B / A)	Total (C)	No. of employees covered (D)	% (D / C)
	Employees					
Permanent	14,191	8,887	62.6%	15,387	Not Applicable	
Other than permanent	3,143	2,783	88.6%	483		
Total Employees	17,334	11,670	67.3%	15,870		

Notes:

- Headcount for FY 2022-23 differs from BRSR 2023 published report as the last year's report was limited to India location, whereas the current report considers the global headcount.
- Training data for FY 2022-23 is not applicable as eClerx's standalone policy on Human Rights was recently created in FY 2023-24 and the same is also available on the website at: https://eclerx.com/wp-content/uploads/2023/11/HR_CDP_006_Employee-Relations-and-Human-Rights-Policy.pdf. However, 100% of employees undergo mandatory training in the eClerx Code of Conduct that covers aspects of Human Rights.

2. Details of minimum wages paid to employees in the following format.

Category	Total (A)	FY 2023-24				Total (D)	FY 2022-23			
		Equal to Minimum wage		More than minimum wage			Equal to Minimum wage		More than minimum wage	
		No. (B)	%(B/A)	No. (C)	%(C/A)		No. (E)	%(E/D)	No. (F)	%(F/D)
Permanent	14,191	0	0%	14,191	100%	15,387	0	0%	15,387	100%
Male	8,723	0	0%	8,723	100%	9,610	0	0%	9,610	100%
Female	5,468	0	0%	5,468	100%	5,777	0	0%	5,777	100%
Other than permanent	3,143	0	0%	3,143	100%	483	0	0%	483	100%
Male	1,895	0	0%	1,895	100%	326	0	0%	326	100%
Female	1,248	0	0%	1,248	100%	157	0	0%	157	100%

3. Details of remuneration/salary/wages, in the following format

a. Median remuneration / wages.

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	9	Rs. 32,00,000	2	Rs. 29,63,934*
Key Managerial Personnel	4	Rs. 1,30,02,420	0	N.A.
Employees other than BoD & KMP	10,616	Rs. 2,88,888	6,716	Rs. 2,52,372
Workers	N.A.	N.A.	N.A.	N.A.

Notes:

- The above table indicates overall (org-wide) median wages for employees other than BoDs/KMPs.
- *One female director viz. Bala C Deshpande was appointed on May 25, 2023 and therefore remuneration figure is considered on proportionate basis

b. Gross wages paid to females as % of total wages paid by the entity, in the following format.

	FY 2023-24	FY 2022-23
Gross wages paid to females as % of total wages	33%	33%

Note: The data in the above table represents our global offices.

4. Do you have a focal point (Individual/Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No).

Yes, eClerx has various committees responsible for addressing the human rights issues like the Prevention of Sexual Harassment Committee, Environment Health and Safety (EHS) committee, Stakeholder Relationship Committee, Risk Committee, etc.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

A grievance is any form of dissatisfaction or dispute, whether real or supposed, expressed verbally or in writing, which needs to be redressed to sustain a healthy relationship between the employee and the firm.

eClerx is committed to providing a professional, fair and grievance-free work environment. The firm intends not only to address grievances but also to build out systemic improvements to reduce the number of grievances within the firm.

6. Number of Complaints on the following made by employees and workers.

	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	1	0	Closed	2	0	Closed
Discrimination at workplace	0	0	N.A.	0	0	N.A.
Child Labor	0	0	N.A.	0	0	N.A.
Forced Labor/Involuntary Labor	0	0	N.A.	0	0	N.A.
Wages	2	1	1 pending	0	0	N.A.
Other human rights related issues	0	0	N.A.	0	0	N.A.

Notes:

- The data in the above table represents our global offices.
- Zero Sexual Harassment complaints received from our offices in India for FY 2023-24.

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format.

	FY 2023-24	FY 2022-23
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	2	2
Complaints on POSH as a % of female employees / workers	0%	0.0004%
Complaints on POSH upheld	0	0

Note: - The data in the above table represents our India offices as POSH Act, 2013 is mandated by Indian law.

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

Concerns on discrimination and harassment are dealt with confidentially. eClerx does not tolerate any form of retaliation against anyone reporting good faith concerns. Anyone involved in targeting such a person raising such complaints will be subject to disciplinary action. Same can be referred-to in detail on our Whistle blower and Vigil Mechanism available at the following link: <https://eclerx.com/wp-content/uploads/2019/04/Whistle-Blower-Policy-01.04.2019.pdf>. No such incidents reported in the FY 2023-24.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No).

Yes, social responsibility and supplier diversity serve as strategic business advantages and helps eClerx enhance its brand reputation and customer loyalty, reduce risks and compliance costs, and maintain quality and reliability. In the marketplace, this also helps improve innovation and competitiveness by providing access to new markets, products, and ideas, that helps to support local communities, enhance their economic development, and promote environmental sustainability.

eClerx integrates labor and human rights issues in the company's entire supply chain management alongside conventional procurement considerations. The Company prioritizes the suppliers who shares common goals with eClerx on upholding labor and human rights standard, such as providing the employees with healthy and safe working environment, fair working conditions, and observing zero tolerance to child and/or forced labor. eClerx also implements a supplier diversity program that applies to all suppliers globally. Diversified suppliers are identified and prioritized throughout the procurement process. There is no discrimination based upon race, faith, gender, sexual orientation, age, marital status, disability or political affiliations. Detailed policy can be viewed at the following link https://eclerx.com/wp-content/uploads/2023/11/eClerx_Sustainable-Procurement-Policy.pdf.

10. Assessments for the year.

% of your plants and offices that were assessed (by entity or statutory authorities or third parties)

Child Labor	41% (100% of Indian offices)
Forced/Involuntary Labor	41% (100% of Indian offices)
Sexual Harassment	0%
Discrimination at Workplace	0%
Wages	36% (100% of Indian offices)
Others – please specify	0%

100% of eClerx's offices in India are assessed for Child labor, Forced/labor and Wages. It is eClerx's policy

not to hire any employees below 18 years of age. This is embedded in the Company's recruitment process. The Company ensures that the relevant documents are obtained, and background verification conducted by credible third parties. For other areas such as Forced labor, Discrimination at the workplace and Wages, employees can escalate through as per the whistleblower policy available at <https://eclerx.com/wp-content/uploads/2019/04/Whistle-Blower-Policy-01.04.2019.pdf> in case of violation of the same. In case of sexual harassment, eClerx has an Anti-Sexual Harassment Committee in place to investigate the matter, and the POSH annual report is filed every year as per the statutory requirement. The same is also reported to the audit committee on a quarterly basis.

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.

No, major cases/concerns identified. No corrective concerns underway.

Leadership Indicators

1. Details of a business process being modified/introduced as a result of addressing human rights grievances/complaints.

No business processes have been modified, however, eClerx maintains a strong vigilance by regularly reviewing and updating its policies to promote a workplace that prioritizes respect and inclusivity.

2. Details of the scope and coverage of any Human rights due-diligence conducted.

eClerx has not conducted due-diligence on human rights issues yet. All eClerx offices in India are assessed on Child/Forced Labor, Involuntary labor and Wages.

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Yes, 100% of eClerx's offices are accessible to differently abled employees and visitors. In accordance with the provisions of the Disabilities Act, it is the Company's policy to ensure that the work environment is free from any discrimination against persons with disabilities. Further, the Company has taken all actions to ensure that a conducive environment is provided to persons with disabilities to perform their role and excel in the same. The Company has built systems and processes to ensure:

- That appropriate facilities and amenities are provided to persons with disabilities to enable them to effectively discharge their duties in the workplace; and
- That no opportunity is denied to persons with disabilities on the ground of disability.

The Company monitors self-declaration of disability at the application as well as appointment stage.

The Company has an Equal Employment Opportunity guideline document published and made available on the intranet that can be accessed by all its employees.

4. Details on assessment of value chain partners.

% of value chain partners (by value of business done with such partners) that were assessed

Child Labor	Nil
Forced/Involuntary Labor	Nil
Sexual Harassment	Nil
Discrimination at Workplace	Nil
Wages	Nil
Others – please specify	Nil

The Company has not conducted any assessment of its value chain partners yet. However, it plans to initiate third party assessments for its 75 critical vendors identified in the current financial year (FY 2024-25). As part of the company's vendor on-boarding process, all its critical vendors (by value

of business) are required to respond to an ESG commitment questionnaire and their acceptance of the Supplier Code of Conduct, which is based on the UNGC principles. Out of 75 critical vendors identified, 91% have signed the compliance certificate, 81% have signed supplier code of conduct and 84% have responded to the vendor questionnaire till FY 2023-24.

5. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 4 above.

Not Applicable, as the company has not conducted assessment of value chain partners yet. As part of the company's vendor on-boarding process, all its critical vendors (by value of business) are required to respond to an ESG commitment questionnaire and their acceptance of the Supplier Code of Conduct, which is based on the UNGC principles. Out of 75 critical vendors identified, 91% have signed the compliance certificate, 81% have signed supplier code of conduct and 84% have responded to the vendor questionnaire till FY 2023-24.

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format.

Parameter	FY 2023-24	FY 2022-23
From renewable sources		
Total electricity consumption (A)	29,132,211	13,675,490
Total fuel consumption (B)	0	0
Energy consumption through other sources (C)	0	0
Total energy consumed from renewable sources (A+B+C)	29,132,211	13,675,490
From non-renewable sources		
Total electricity consumption (D)	16,275,335	26,905,998
Total fuel consumption (E)	0	0
Energy consumption through other sources (F)	0	0
Total energy consumed from non-renewable sources (D+E+F)	16,275,335	26,905,998
Total energy consumed (A+B+C+D+E+F)	45,407,546	40,581,488
Energy intensity per rupee of turnover (Total energy consumed/Revenue from operations)	0.001552 MJ/INR	0.001533 MJ/INR
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed/Revenue from operations adjusted for PPP)	0.0314 MJ/USD	0.0310 MJ/USD
Energy Intensity in term of employee headcount	2,820 MJ/employee	2,965 MJ/employee

Notes:

- No independent assessment/evaluation/assurance has been carried out by external agency for FY 2022-23.
- Energy consumption data includes only India and Manila for FY 2023-24, while for FY 2022-23, it considers only the India location.
- eClerx's office in Manila consumes 11,93,134 MJ of non-renewable electricity which has been included in the above table for FY 2023-24. For FY 2022-23, electricity consumption for Manila office is not included due to lack of data availability.
- The bifurcation of total energy consumption into renewable and non-renewable for FY 2022-23 differ from published BRSR 23 due to error in calculation.
- At our Airoli office location, electricity consumption for HVAC is considered as green power with confirmation from our landlord as the HVAC is operated and managed by the facility owner.
- Consolidated revenue from operations is considered for intensity calculation: Rs. 29,255.43 Million (FY 2023-24), Rs. 26,478.97 Million (FY 2022-23).
- PPP factor of 20.22 considered for adjustment (source: <https://data.worldbank.org/indicator/PA.NUS.PPP?skipRedirection=true&view=map&year=2023>).
- Employee headcount limited to India & Manila is considered for calculation of intensity in terms of employee headcount for FY 2023-24 and only India headcount is considered for FY 2022-23.

2. Does the entity have any sites/facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

Not Applicable. Perform Achieve and Trade (PAT) scheme is a regulatory instrument to reduce specific energy consumption in energy intensive industries. As eClerx is an IT Service Company, none of the company's sites have been identified as designated consumers under the PAT Scheme of the GOI.

3. Provide details of the following disclosures related to water, in the following format.

Parameter	FY 2023-24	FY 2022-23
Water withdrawal by source (in kiloliters)		
(i) Surface water	0.00	0.00
(ii) Ground water	0.00	0.00
(iii) Third party water	47,508	43,644
(iv) Seawater / desalinated water	0.00	0.00
(v) Others	0.00	0.00
Total volume of water withdrawal (in kiloliters) (i + ii + iii + iv + v)	47,508	43,644
Total volume of water consumption (in kiloliters)	47,508	43,644
Water intensity per rupee of turnover (Total water consumption / Revenue from operations)	1.62 Kl/million INR	1.65 Kl/million INR
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP)	32.8 Kl/million USD	33.3 Kl/million USD
Water intensity in terms of employee headcount	2.95 Kl/employee	2.94 Kl/employee
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

Notes:

- No independent assessment/evaluation/assurance has been carried out by external agency for FY 2022-23.
- Data is specific to our offices in India and Manila covering more than 90% of our global headcount.
- FY 2022-23 number is different from published BRSR 2023 as only drinking water was considered for reporting last year covering only three locations, i.e., Mumbai, Pune and Chandigarh. However, this year coverage has increased to Pan-India locations and the Manila office.
- All eClerx offices are leased. 100% of water used by eClerx is obtained from either the landlords or the municipal corporations, hence has been considered third party water. All withdrawn water is consumed for drinking, horticulture, toilet flushing and other domestic purposes. Since we are a service company, none of our processes/products are water dependent.
- Consolidated revenue from operations is considered for intensity calculation: Rs. 29,255.43 Million (FY 2023-24), Rs. 26,478.97 Million (FY 2022-23).
- PPP factor of 20.22 considered for adjustment (source: https://data.worldbank.org/indicator/PA.NUS.PPP?skip_Redirection=true&view=map&year=2023).
- Employee headcount limited to India & Manila is considered for calculation of intensity.

4. Provide the following details related to water discharged.

Parameter	FY 2023-24	FY 2022-23
Water discharge by destination and level of treatment (in kiloliters)		
(i) To Surface water		
- No treatment	0.00	0.00
- With treatment – please specify level of treatment	0.00	0.00
(ii) To Groundwater		
- No treatment	0.00	0.00
- With treatment – please specify level of treatment	0.00	0.00
(iii) To Seawater		
- No treatment	0.00	0.00
- With treatment – please specify level of treatment	0.00	0.00

Parameter	FY 2023-24	FY 2022-23
(iv) Sent to third-parties		
- No treatment	45,291	41,908
- With treatment – please specify level of treatment	0.00	0.00
(v) Others		
- No treatment	0.00	0.00
- With treatment – please specify level of treatment	0.00	0.00
Total water discharged (in kiloliters)	45,291	41,908

Notes:

- No independent assessment/evaluation/assurance has been carried out by external agency for FY 2022-23.
- Wastewater generated is sent to a common water treatment plant managed and operated by the facility owner. The treated water is reused for horticulture, toilet flushing, and other domestic purposes.
- All facilities where eClerx leased office spaces are zero liquid discharge facilities, ensuring that no untreated water is released into neighboring areas, thus preventing any adverse impact on environment.

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Yes, all eClerx office spaces are located in facilities that operate as Zero Liquid Discharge (ZLD) systems, managed by the facility owner. The treated water is reused for landscaping and restroom flushing, reducing reliance on freshwater reserves. The company ensures that its leased office spaces are in facilities that implement efficient water management practices, including sewage treatment, rainwater harvesting, and conservation measures, to minimize water consumption and promote environmental responsibility.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format.

Parameter	Please specify unit	FY 2023-24	FY 2022-23
NOx	Not Applicable	Not Applicable	Not Applicable
SOx			
Particulate matter (PM)			
Persistent organic pollutants (POP)			
Volatile organic compounds (VOC)			
Hazardous air pollutants (HAP)			
Others – please specify			

eClerx is an IT enabled services company. All its offices are leased facilities; hence the emissions are clubbed under Scope 1, 2 and 3 emissions. It does not track any other pollutants as they are insignificant.

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format.

Parameter	Unit	FY 2023-24	FY 2022-23
Total Scope 1 emissions	tCO ₂ e	135	Not calculated
Total Scope 2 emissions	tCO ₂	3,673	6,054
Total Scope 1 and Scope 2 emissions	tCO ₂ e	3,808	6,054
Total Scope 1 & Scope 2 emission intensity per rupee of turnover (Total Scope 1 & Scope 2 GHG emissions / Revenue from operations)	tCO ₂ e / million INR	0.13	0.23
Total Scope 1 & Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 & Scope 2 GHG emissions / Revenue from operations adjusted for PPP)	tCO ₂ e / million USD	2.63	4.62
Total Scope 1 & Scope 2 emission intensity in terms employee headcount	tCO ₂ e / employee	0.24	0.41

Notes:

- No independent assessment/evaluation/assurance has been carried out by external agency for FY 2022-23.
- The above table included the emissions from our India & Manila operations that constitutes 90% of the workforce. Rest of all offices are considered under upstream leased assets as we do not have any operational control over them.
- Scope 1 emissions for eClerx includes the GHG emissions from refrigerant leakage from the AC systems owned and operated by eClerx and from fire extinguishers. eClerx has no company owned assets like DG set, vehicles etc.
- Data for FY 2022-23 in the above table differs from the published BRSR 2023 report due to the difference in conversion factor used for calculating Scope 2 emissions. BRSR 2023 used UNFCCC GHG emission calculator version 2.6 with an emission factor of 0.61 kg/kWh and did not take T&D emission factor into consideration. The Scope 2 emission in table above has been calculated based on emission factor provided by CEA (Central Electricity Authority of India) available at <https://cea.nic.in/cdm-co2-baseline-database/?lang=en> (version 19).
- Scope 2 emission reduction in FY 2023-24 is due to more renewable power compared to the previous financial year. The share of renewable power in total electricity consumption now stands at 64% in FY 2023-24 for locations in India and Manila, that constitutes 90% of the workforce.
- *For Scope 2, emission factors of 0.823 kg/kWh and 0.81 kg-CO₂/kWh have been considered according to CEA version 19 and version 18 for FY 2023-24 and FY 2022-23 respectively for all India locations
- *For Scope 2, emission factor of 0.680 kg-CO₂/kWh has been considered for Philippines according to the Dept. of Energy available at: https://doe.gov.ph/sites/default/files/pdf/energy_statistics/20230725_2021-2022%20key%20energy%20stat_pocket%20size.pdf.
- Consolidated revenue from operations is considered for intensity calculation: Rs. 29,255.43 Million (FY 2023-24), Rs. 26,478.97 Million (FY 2022-23)
- PPP factor of 20.22 considered for adjustment (<https://data.worldbank.org/indicator/PA.NUS.PPP?skipRedirection=true&view=map&year=2023>)
- Employee headcount limited to India & Manila is considered for calculation of intensity

8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

eClerx is cognizant of the risks posed by climate change and works actively in reducing greenhouse gases emissions across its operations and value chain. Some of the key initiatives towards reducing greenhouse gases are as follows:

Scope 1 reduction efforts

- Although eClerx has minimal to no Scope 1 emissions due to its use of leased office spaces and outsourced employee transportation, the company is committed to reducing its Scope 1 emissions by transitioning to refrigerants with lower global warming potential (GWP). As part of these efforts, eClerx has replaced traditional air conditioning gases, such as R22, with more environmentally friendly alternatives like Hydrofluorocarbons (HFCs), specifically R410A. R410A offers several advantages, including higher heat transfer efficiency, improved system performance, and greater cooling capacity. Additionally, it has a significantly lower GWP compared to R22 and other refrigerants, making it a more sustainable choice.

Scope 2 reduction efforts

- Lighting throughout the office floors is powered by energy-efficient LED lamps, and all meeting rooms are equipped with motion-sensor lighting. The technical facility management team maintains the ambient temperature optimally to minimize energy consumption.

- As of the fiscal year ending March 2024, 94% of our total office area in India are located in LEED-certified buildings. eClerx is also developing a global facility selection guideline document to provide a framework for choosing new facilities worldwide. This initiative represents a comprehensive approach to reducing greenhouse gases and combating climate change. eClerx is committed to transitioning to renewable electricity. While only 9% of our PAN India location electricity consumption in India came from renewable sources in FY 2019-20, this figure has increased to 66% by the end of FY 2023-24.

Scope 3 reduction efforts

- As part of its strategy to reduce Scope 3 emissions, eClerx is transitioning to electric vehicles for daily employee commutes and business-related intercity travel. We prioritize booking direct or non-stop flights for both domestic and international travel whenever feasible to minimize emissions from layovers and connecting flights. Employees are actively encouraged to conduct virtual meetings, webinars, and training sessions to reduce the need for travel. Additionally, eClerx arranges accommodations for travelers close to event venues to minimize additional travel using other modes of transportation. Over 90% of our sourcing is done domestically, with more than 70% from local and neighboring districts, further reducing emissions associated with the transportation of input materials. While we upgrade our travel portal, employees will gain insight into their GHG footprint and better understand their environmental impact.

9. Provide details related to waste management by the entity, in the following format.

Parameter	FY 2023-24	FY 2022-23
Total Waste generated (in metric tons)		
Plastic waste (A)	1.1	0.5
E-waste (B)	5.6	2.5
Bio-medical waste (C)	0.01	0.01
Construction & demolition waste (D)	0.0	0.00
Battery waste (E)	7.4	5.9
Radioactive waste (F)	N.A.	N.A.
Other Hazardous waste. Please specify, if any (G)	N.A.	N.A.
Other Non-hazardous waste generated (H). Please specify, if any (Break-up by composition i.e. by materials relevant to the sector)	48.9	12.7
Total (A + B + C + D + E + F + G + H)	62.9	21.5
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)	0.0022 tons/million INR	0.0008 tons/million INR
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)	0.0435 tons/million USD	0.0164 Tons/million USD
Waste intensity in terms of employee headcount	0.0039 tons/employee	0.0014 tons/employee
Waste intensity (optional) – the relevant metric may be selected by the entity	-	-

For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tons)

(i) Recycled		
– Plastic	0.25	0.05
– Other non-hazardous waste (food)	45.3	9.91
(ii) Re-used		
– Plastic	0.00	0.01
(iii) Other recovery operations	0.00	0.00
Total	45.6	9.97

For each category of waste generated, total waste disposed by nature of disposal method (in metric tons)

(i) Incineration	0.00	0.00
(ii) Landfilling	0.00	0.00
(iii) Other disposal operations		
– Plastic	0.8	0.5
– E-waste	5.6	2.5
– Bio-medical	0.01	0.01
– Construction & demolition	0.0	0.0
– Battery	7.4	5.9
– Other non-hazardous waste (paper, food)	3.5	2.8
Total	17.4	11.5

Notes:

– No independent assessment/evaluation/assurance has been carried out by external agency for FY 2022-23.

- FY 2022-23 number is different from published BRSR 2023 as waste data from only Mumbai, Pune & Chandigarh locations was considered. However, in the current report, data has been collected from PAN India (Mumbai, Pune, Chandigarh, Mohali, Gurugram, Coimbatore) and Manila for both FY 2023-24 and FY 2022-23.
- The rise in waste numbers for FY 2023-24 compared to FY 2022-23 reflects the broader scope of reporting.
- For our sales offices outside India, data is not captured since they are remote locations with negligible headcount. The data includes our India and Manila offices (accounting for more than 90% of headcount) which generate most of the waste.
- Battery waste is categorized under e waste as per local WEEE categorization in Manila, Philippines.
- All the waste generated is either sent to the landlords for disposal (plastic, bio-medical, construction and demolition, paper and food wastes) or to certified vendors/re-cyclers for re-cycling (e-waste and battery waste).
- Since eClerx is a services company, it does not generate any radioactive or hazardous waste. Hence these categories are not applicable.
- Other non-hazardous wastes majorly include paper waste and organic/food waste from cafeteria.
- Consolidated revenue from operations is considered for intensity calculation: Rs. 29,255.43 Million (FY 2023- 24), Rs. 26,478.97 Million (FY 2022-23).
- PPP factor of 20.22 considered for adjustment (source: https://data.worldbank.org/indicator/PA.NUS.PPP?skip_Redirection=true&view=map&year=2023).
- Employee headcount limited to India & Manila is considered for calculation of intensity.

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

As an IT-enabled services and data analytics organization, eClerx does not manufacture physical products, so the use of hazardous and toxic chemicals in manufacturing processes is not applicable. The waste generated from operations primarily includes e-waste, battery waste, biomedical waste, and other non-hazardous waste such as paper and food.

Recognizing that waste management is a global concern, eClerx is committed to promoting a sustainable waste management system as part of its environmental responsibility. The company has implemented a comprehensive waste segregation program across all office locations, featuring designated bins for recyclables, organic waste, and general waste. Training sessions are held to educate employees and housekeeping staff about the importance of segregation at the source. Additionally, eClerx carefully tracks and maintains records of the waste generated at its offices.

E-waste, including personal computers (desktops and laptops), mobile phones, printers, cartridges, and batteries, is returned to the original vendors or authorized resellers, who provide certificates confirming the successful recycling and recovery of materials. Compliance with e-waste legislation is rigorously evaluated to ensure all requirements are met before disposal.

eClerx has also taken significant steps to enhance health and hygiene for its female employees by installing hygiene bins and vending machines for

material procurement and safe disposal. These machines have been placed in all female restrooms at one of our facilities and are being gradually expanded to other locations..

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals/clearances are required, please specify details in the following format.

Not applicable, since eClerx does not have any operations in ecologically sensitive areas.

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year.

Not applicable. The company has not conducted the Environmental Impact Assessment (EIA) of any of its projects in the current Financial Year. None of the projects undertaken by the company qualify for environmental impact assessment as per guidelines set by government of India.

13. Is the entity compliant with the applicable environmental law/regulations/guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format.

Yes, eClerx is fully compliant with applicable environmental law/regulations/guidelines applicable in India. No fine/penalty/action was initiated against the entity under any of the applicable environmental laws/regulation/guidelines.

Leadership Indicators

1. Water withdrawal, consumption and discharge in areas of water stress (in kiloliters).

We plan to report this section in the years ahead.

2. Please provide details of total Scope 3 emissions & its intensity, in the following format.

Parameter	Unit	FY 2023-24	FY 2022-23
Total Scope 3 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	tCO ₂ e	9,408	2,302
Total Scope 3 emissions per rupee of turnover	tCO ₂ e/million INR	0.32	0.09
Total Scope 3 emission intensity per employee	tCO ₂ e/employee	0.54	0.14

Notes:

- No independent assessment/evaluation/assurance has been carried out by external agency.
- Scope 3 for FY 2022-23 includes data for offices in India and covers two categories, namely, Category 6: Business Travel (limited to India) and Category 7: Employee Commute (limited to company transport -India) only.
- For FY 2022-23, UNFCCC GHG Calculator version 2.6 was used for GHG calculation.
- Consolidated revenue from operations is considered for intensity calculation: Rs. 29,255.43 Million (FY 2023- 24), Rs. 26,478.97 Million (FY 2022-23).
- In the above table, intensity calculation has been done based on consolidated revenue from operations and hence difference can be seen in intensity for FY 2022-23 from the last year's report.
- For FY 2023-24, the ambit of Scope 3 has been extended to cover all the categories as per the details mentioned below:

- **Category 1: Purchased goods and services and Category 2: Capital goods.**

Emission: 2,203 MTCO₂e

Basis of calculation: Spend based method has been used to estimate the emissions from our purchased goods and services and capital goods. United States Environmentally-Extended Input-Output (USEEIO) emission factors published by United States Environmental Protection Agency (USEPA) have been considered for estimation. The same are available at: https://cfpub.epa.gov/si/si_public_record_report.cfm?Lab=CESER&dirEntryId=349324

- **Category 3: Fuel and electricity related emission.**

This is included in Scope 2 calculation above.

- **Category 4: Upstream transportation and distribution.**

Emissions are not reported separately to avoid double counting, as they are already included in the cradle-to-shelf emissions of purchased goods and services.

- **Category 5: Waste generated in operations.**

Emission: 1.3 MTCO₂e

Basis of calculation: Emissions from this category are relatively less since eClerx is a service organization and does not produce any physical goods. Major types of waste are e-wastes, battery wastes, plastic, paper and organic wastes. Waste-type-specific emission

factors have been considered as per DEFRA 23 for estimation. The same is available at: <https://www.gov.uk/government/publications/greenhouse-gas-reporting-conversion-factors-2023>.

- **Category 6: Business travel.**

Emission: 1,434 MTCO₂e

Basis of calculation: Distance based method of estimation is used for all domestic and international air travels and surface travels originating from India. 'Travelution', an internal web portal provides an integrated solution for all travel needs for travels originating from India and captures the mode and distance. Additionally, data from claims made by employees post travel have been considered for estimation.

Spend based method is used for estimating emissions from travels for outside India offices.

Emission factors from ESEIO, ICAO and DEFRA are considered for estimation. <https://www.icao.int/environmental-protection/CarbonOffset/Pages/default.aspx>. The links for USEEIO and DEFRA are mentioned above.

For domestic travel, the mode of travel is assumed due to limitations in our "Travelution" portal, which does not allow us to extract travel mode data from the system.

• **Category 7: Employee commute.**

Emission: 5,585 MTCO₂e

Basis of calculation: eClerx carried out an extensive survey to gather data regarding employee commuting habits. The survey was conducted across the offices in India and Manila that covers more than 90% of our workforce. The survey covered various aspects such as mode of transport, fuel types of personal vehicles used, work from home requests, carpool, etc. The results from the survey are used for estimating emissions for self-travelling employees.

Additionally, eClerx has a centralized internal tool called "Fleetstar" to capture data of employees using company provided transport. The data from "Fleetstar" is used to calculate the distance and mode of transport (car/bus) which was provided by the Transport team.

Further, distance-based methods have been used to estimate the emissions from employee commute using DEFRA and CEA emission factors.

• **Category 8: Upstream Leased Assets.**

Emission: 185 MTCO₂e

Basis of calculation: In the context of eClerx, this includes emissions from the leased office spaces outside India, since these are relatively smaller offices spaces with less than 10% of the overall headcount. Emissions from CLX entities are not included due to lack of data availability.

Electricity consumption for USA offices are estimated based on office area and climate zone

wise per square foot consumption from US EPA commercial building consumption survey data. (<https://www.eia.gov/consumption/commercial/data/2018/index.php?view=consumption>)

Asset specific method based on floor space area and lease contracts shared by on-site POCs has been used to estimate the emissions. DEFRA and US EPA emission factors have been considered.

- **Categories 9 to 15** are not applicable to eClerx since it is an IT enabled service organization and does not manufacture any physical products to be sold to consumers. Also, eClerx does not have any franchises nor has it invested in any company/asset that generates carbon emissions.

3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

Not applicable, since eClerx does not have any operations in ecologically sensitive areas.

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions/effluent discharge/waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format.

Sr. No	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1	Modular UPS selection & installation	<ul style="list-style-type: none"> – Energy efficient UPS systems give 96% to 99% power efficiency due to advance power saving technology, as against a normal UPS system which generally gives 80-85% efficiency – Conventional UPS systems take up more space as they are typically extended horizontally on the floor however modular UPS typically increase vertically in the rack along with the batteries thereby using less floor space – Less heat dissipation and noise level compared to conventional UPS 	<ul style="list-style-type: none"> – 5% saving in electrical consumption & cost compared to conventional UPS – Increased operational life by almost 3 years compared to conventional UPS
2	Li ion battery installation for UPS	<ul style="list-style-type: none"> – Lithium-Ion batteries don't contain cadmium (a toxic heavy metal) and are better for environment – Operating temperature for LI batteries is 30o C to 35o C and SMF batteries is 25o C. resulting to HVAC electricity consumption saving in maintaining room temperature – Size & weight of LI battery is less as compared to SMF type battery and hence it requires 50% less footprint as compared to SMF type battery – Design / operational life of LI battery is 10-12 years as compared to SMF type battery having design operational life of 3-4 years only 	5% saving in electrical consumption & cost compared to conventional battery

Sr. No	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
3	Cold Aisle Containment inside Data Centres	Uniform cooling would be achieved in the Data centers	Tentative 10% to 20% savings in DC HVAC consumption achieved
4	Installation of APFC	Installation of Auto Power Factor Correction (APFC) panels with latest controller for PF correction (lead & lag)	Tentative 5% saving in electrical consumption & cost achieved
5	Modifications in HVAC setup by implantation	<ul style="list-style-type: none"> - Installation of UVGI (Ultraviolet Germicidal Irradiation) system in eClerx floor AHU's - Installation of PHI (Photo Hydro-Ionization) system in eClerx floor AHU's - Replacement of eClerx floor existing AHU's MERV 8 type filters with MERV 14 type filters 	<ul style="list-style-type: none"> - Improve the air quality - Disinfecting the Air by killing germs, viruses and bacteria. - Improves HVAC system efficiency
6	Electric Vehicles	Electric vehicles deployed for employee commute	<ul style="list-style-type: none"> - Reduction of scope 3 emissions - Noise free transportation
7	Automated sanitary napkin vending and collection machine in female lavatories	Automated sanitary napkin vending machine having sensor-based operations are privacy sensitive with 99.99% protection from bacteria and viruses	The sanitary napkins are collected and recycled. This reduces the waste to landfill

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

eClerx's Business Continuity Management (BCM) policy minimizes operational and client support impacts from disruptions. Client specific BC plans are prepared, wherever requested by clients separately.

- **Objectives of the policy:**
 - Identify and plan resources to mitigate disruption risks.
 - Establish response strategies for major disruptions.
 - Minimize recovery times for key processes.
 - Facilitate effective communication during disruptions.
 - Continuously enhance BCM and adapt to business changes.
 - Increase BCM awareness and integrate it into normal practices.
 - Boost credibility with clients and stakeholders.
- **Governance:** Overseen by a Steering Committee with top management; executed by the BCM team and the BCM points of contacts from business/operations teams.
- **Framework Components:** Business Impact Analysis, Risk Assessment, Business Continuity

Strategy and Solutions, Business Continuity Plan and Continuous Improvement.

- **Five R's** addressed by the framework:
 - **Reduce:** Prepare to lessen impact.
 - **Response:** Act immediately post-incident.
 - **Recover:** Restore critical services to a minimal level.
 - **Resume:** Resume services to the agreed level.
 - **Restore and Return:** Fully restore services and return to normalcy.
- **Certification:** ISO 22301 certified; BCMS documents are on the company intranet for employees.

6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

None. eClerx is committed to maintaining sustainable sourcing practices, which are enforced through its Supplier Code of Conduct (SCoC). This involves comprehensive evaluations of both potential and current partners within the company's supply chain, focusing on environmental regulations, health and safety standards, working conditions, and adherence to recognized sustainability benchmarks. All new

vendors and service providers must sign the SCoC as part of the initial onboarding process.

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

Nil. The company is yet to assess its value chain partners. As part of the vendor onboarding process, all critical vendors (based on business value) are required to complete an ESG questionnaire and accept the Supplier Code of Conduct, which is based on UNGC principles. Of the 75 critical vendors identified, 91% have signed the compliance certificate, 81% have signed the Supplier Code of Conduct, and 84% have completed the vendor questionnaire as of FY 2023-24.

PRINCIPLE 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/ associations: 2 (Two)

b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to:

Sr. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	National Association of Software and Service Companies (NASSCOM)	National
2	Export Promotion Council for EOUs & SEZs (EPCES)	National

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.

No corrective actions to report as there were no issues related to anti-competitive conduct by eClerx.

Leadership Indicators

1. Details of public policy positions advocated by the entity.

Not applicable since eClerx does not advocate any public policy positions.

PRINCIPLE 8: Businesses should promote inclusive growth and equitable development

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Not applicable, as the entity operates in the service industry and therefore does not have project-affected people.

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format.

eClerx has not undertaken any projects related to Rehabilitation and Resettlement. The company primarily works in the areas of education, empowerment and environmental stewardship thereby increasing the financial independence of the youth.

3. Describe the mechanisms to receive and redress grievances of the community.

eClerx adheres to a structured approach of grievance redressal by the communities. This year onwards the Company has started capturing the data in its proposal shared by the implementing agencies. The respective implementing agencies are primarily responsible for managing and resolving community feedback and grievances at their operational level. Each agency has its mechanisms that suit their organizational structure and regional context. Throughout the year, these agencies handle grievances directly and take necessary actions as per their protocols.

During the quarterly and half-yearly reviews, they provide eClerx with updates on any significant concerns or feedback. If any issues require intervention, they inform the Company proactively. The process ensures effective communication and collaboration with eClerx's implementing agencies, aligning closely with the Company's commitment towards responsible CSR practices.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers.

	FY 2023-24	FY 2022-23
Directly sourced from MSMEs/small producers	15%	13%
Directly sourced from within India	95%	93%

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost.

Location	FY 2023-24	FY 2022-23
Rural	0	0
Semi-urban	0	0
Urban	21%	22%
Metropolitan	79%	78%

(Place to be categorized as per RBI Classification System - rural / semi-urban / urban / metropolitan)
Notes: Data is specific to location in India.

Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above).

The company has not conducted a Social Impact Assessment of any of its projects in the FY 2023-24.

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies.

Sr. No.	State	Aspirational District	Amount spent (In INR)
1	Andhra Pradesh	Cudappah	Rs. 20,00,000

3. a. Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized/vulnerable groups? (Yes/No)

6. Details of beneficiaries of CSR Projects:

Sr. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginal groups
1	Social Action for Manpower creation (SAMPARC): Tribal education, livelihood, skill development and environment interventions for tribal beneficiaries in Pune district (Maharashtra)	3,850	55%
2	Lighthouse Communities Foundation (LCF): Livelihood for urban disadvantaged youth (Age group: 18-35) in Mumbai and Pune (Maharashtra)	2,145	0
3	Aarti Home: Bridge school program for first generation learners at Cuddapah (Andhra Pradesh)	300	0

Yes, eClerx has a sustainable sourcing policy that lays down the procurement procedure from various groups including MSMEs, marginalized/vulnerable groups.

b. From which marginalized /vulnerable groups do you procure?

The government of India categorizes industries as Micro, Small and Medium Enterprises (MSMEs). eClerx has always encouraged MSMEs by giving them preference and priority payments. Diversified suppliers are identified and prioritized throughout our procurement process. eClerx's supplier diversity program expands purchasing opportunities for businesses owned and operated by minorities, women, LGBTQIA+, veterans, and service-disabled veterans, and disabled persons. Purchasing opportunities are also expanded for our non-profit organizations that hire disabled persons as well, if possible.

c. What percentage of total procurement (by value) does it constitute?

In FY 2023-24, almost 15% of our input materials were sourced directly from MSMEs.

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge.

Not Applicable.

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Not Applicable. No IP related disputes in the reporting period.

Sr. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginal groups
4	Kaveri Vanita Sevashrama (KVS): Educational support for children at shelter home in Bengaluru (Karnataka)	54	100%
5	Kaveri Vanitha Sevashrama (KVS): Improve communication skills and life skills for govt. school students in rural Bengaluru (Karnataka)	2,065	0
6	Resourceful Education Foundation (REF): Scholarship support to academically meritorious underprivileged students in Pune (Maharashtra)	82	0
7	Seva Sadan Society: Educational support for underprivileged urban children in Mumbai (Maharashtra)	103	0
8	Jyoti Sarup Kanya Asra Society (JSKAS): Educational and residential support for orphan girl children in Chandigarh	140	0
9	Aatmaja Foundation: Educational scholarship support to underprivileged girl students in Pune (Maharashtra)	40	0
10	The Akshaya Patra Foundation: Mid-Day Meal program for government school students in Bengaluru (Karnataka) and Jorhat (Assam)	3,837	0
11	The Akshaya Patra Foundation (PRG): Mid-Day Meal program for government school students in Hubli (Karnataka)	631	0
12	Goonj (PRG): Disaster and Flood Relief in Alluri Sitharama Raju district (Andhra Pradesh)	1,400	0
13	K.C. Mahindra Education Trust (PRG): Girl child education in six states (Maharashtra, Andhra Pradesh, Gujarat, West Bengal, Uttar Pradesh and Punjab)	142	0

PRINCIPLE 9: Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

Clients form an integral part of eClerx's 'EPIC' values. The company has a robust process to receive and respond to consumer complaints and feedback. Respective business owners connect with clients at regular intervals through business review meetings (monthly/quarterly). Progress updates are discussed along with challenges and roadblocks, if any. Customer complaints and feedback are sought during these meetings and by means of surveys. Some clients also share a customer satisfaction score every month which

is tracked by the business owners and is given utmost importance in order to ensure client satisfaction.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about.

	As a percentage to total turnover
Environmental & Social products relevant to the product	Not Applicable
Safe and responsible usage	Not Applicable
Recycling and/or safe disposal	Not Applicable

Since eClerx is a service company, it does not manufacture any products that carry information about the above-mentioned topics.

PRINCIPLE 9: Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

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3. Number of consumer complaints in respect of the following.

	FY 2023-24		Remarks	FY 2022-23		Remarks
	Received during the year	Pending resolution at the end of the year		Received during the year	Pending resolution at the end of the year	
Data privacy	0	0	-	0	0	-
Advertising	0	0	-	0	0	-
Cyber-security	0	0	-	0	0	-
Delivery of essential Services	0	0	-	0	0	-
Restrictive Trade Practices	0	0	-	0	0	-
Unfair Trade Practices	0	0	-	0	0	-
Other	0	0	-	0	0	-

4. Details of instances of product recalls on account of safety issues.

	Number	Reasons for recall
Voluntary recalls	Not Applicable	Not Applicable
Forced recalls	Not Applicable	Not Applicable

eClerx is a service company and does not manufacture any products. Hence there are no recalls.

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

tracked by the business owners and is given utmost importance in order to ensure client satisfaction.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about.

	As a percentage to total turnover
Environmental & Social products relevant to the product	Not Applicable
Safe and responsible usage	Not Applicable
Recycling and/or safe disposal	Not Applicable

Since eClerx is a service company, it does not manufacture any products that carry information about the above-mentioned topics.

eClerx is an IT enabled services company and hence data security plays the most important part in all our transactions. eClerx's cyber security policy aims to protect eClerx's technology infrastructure from threat activity and to protect information from being stolen, compromised or attacked. Adhering to the policy helps in safeguarding the company from human errors, hacker attacks and system malfunctions in turn saving on the financial & reputational damage that may occur and from jeopardizing eClerx and its client's reputation.

eClerx is an ISO 27001 certified company for Information Security Management System and is fully compliant with all the requirements as outlined by the standard.

- 6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.**

No Incidents were reported during the period relating to advertising, delivery of essential services; cyber

MANAGEMENT DISCUSSION AND ANALYSIS

I. INDUSTRY OVERVIEW

NASSCOM 2024 Strategic Review estimated India's technology industry revenue reached \$254 Bn (3.8% y-o-y growth) in FY2024. Exports touched the \$200 Bn mark, growing at 3.3% y-o-y. Despite the tough market conditions, the industry continued to be a net hirer, adding 60K employees, taking the total employee base to 5.43 Mn. Given the macroeconomic challenges and geopolitical tension, this is a creditable performance, and demonstrates the resilience of the IT/ITES industry. This was supported by substantial cost optimization and automation agreements, which sustained demand for enterprise software and IT services.

The NASSCOM Annual Enterprise & Tech Services CXO Survey 2024 highlighted robust growth expectations for CY2024, especially in the BFSI, telecom, media & entertainment, and hi-tech sectors, which are leading in digital expenditure. Over 95% of surveyed organizations prioritize advancing Generative AI in the coming 6-12 months. Looking ahead to FY25, technology providers are optimistic, with 79% anticipating increased growth compared to the previous year. Furthermore, 80% of providers project higher hiring levels than in FY24.

II. BUSINESS PERFORMANCE

Financial Markets

Business performance this year showed steady growth, driven by our unwavering commitment to quality delivery. We have continued to expand our client base, encompassing a wide range of clients from small and medium-sized businesses to tier-one banks. This growth has been complemented by a notable increase in onshore consulting, highlighting our expertise and client trust in our services. Additionally, we have seen a doubling in our finance and accounting work, reflecting our strategic direction and sales success. Our client lifecycle business has continued to grow well above our baseline growth, further bolstering our commitment to this space. The combination of these factors has enhanced our market presence and positions us well for future growth. Overall, this year's achievements reflect our dedication to excellence and our strategic vision for continued success.

Digital

Digital clients had a slower than expected start to the year which had a knock-on effect on existing client programs and delayed decision making to new program approvals. Overall, it was a mixed performance for the division. The high technology sector experienced stronger demand with the increased need for GenAI-related services. This allowed for increased marketing investments after some lean budget cycles with the technology sector softness. The fashion and luxury industry sector experienced moderate growth in this fiscal year after several strong years with clients' high purchasing demand. Our investments in Paris and Milan have increased our proximity to clients in this industry, while we have increased capacity in our Thailand facilities. Business-to-business client demand was strong as the Industrial & Manufacturing sector continued to be over-invested in their marketing technology and digital customer experience. The digital divisions of our BFSI clients placed more investment in their digital channels and are now looking for cost efficiencies via digital self-service and more direct engagement with customers.

Customer Operations

FY2024 was a remarkable year for the Customer Operations vertical, as we continued to play a pivotal role in driving significant improvements and efficiencies for our clients. Our deep domain knowledge, managed solutions, and innovative technology like QA360, helped us deliver strong growth and revenue gains across all vertical areas. Our Tech Ops solutions and omnichannel support have achieved solid gains over the fiscal year. Combined with the continued success of our Care and Quality solutions, we have ensured all our clients can provide seamless, intuitive experiences to their customers that drive satisfaction and loyalty.

During FY2024, we were recognized by one of our key clients, receiving an award for Most Valuable Partner for their specialty business. We were also proud to have helped a streaming client break the record for the largest live-streamed event in US history with our omnichannel support services, a monumental accomplishment for our client and Care team. These achievements are a testament to the immense dedication of our team to delivering outstanding quality and have motivated us to

continue innovating to bring this kind of success to more of our clients.

Technology absorption and Research and Development Centre

We continue to invest in developing technology solutions that enrich the value of our services and enable new service delivery. Our R&D centre is helping us to keep up with the evolving technology landscape to incorporate the capabilities of cutting-edge technologies into our products and services.

We are making further investments into our domain-specific applications to broaden our capabilities and stay ahead of evolving industry and client requirements. Over the last few years, Robotic Process Automation and low-code / no-code platforms have been embedded into our delivery model to drive efficiency, effectiveness, and process control. We have built on the progress we made last year with Generative AI and created a library of context-specific accelerators, including CareOps, ContentOps, DocumentOps, ComplianceOps, and InsightsOnDemand. We have also embedded Generative AI capabilities into our products - Compliance Manager, Market360, Fluid4, DocIntel, Merchandiser+ and Workforce Manager – to drive up the level of cognitive automation. Our innovative solutions were recognized in various forums such as CIO100 Symposium, Globee Awards, Big Innovation Award (Business Intelligence Group), A-Team Publications and NetApp Innovation Awards. We continue to work with IIT Delhi's Technology Innovation Hub (IHFC) on joint research and development initiatives, with industry forums like NASSCOM to share our experience and to learn from peer firms and have also undertaken mentorship from academic and industry thought leaders.

Infrastructure

We continue to invest and continuously upgrade our perimeter and internal security infrastructure so that we can support the growing headcount in the ongoing hybrid delivery model. At the end of March 2024, the Company's offshore facilities had a total capacity of around 12,400 seats across India and Philippines. With the hybrid model of working from home and in the office, the company's growth has, to some extent, become decoupled from seat capacity.

We continue to invest in new technologies and optimize the use of existing tools to improve our security posture. This includes the rollout of IAM (Identity and Access Management) for mid-level and senior management employees, providing round-the-clock monitoring of account usage. Additionally, we are further optimizing Privileged Access Management (PAM), Security Information and Event Management (SIEM), and our email security solutions to ensure

prompt detection and remediation. Today, the company operates a Secure Anywhere Anytime (SAA) model that complies with our MSA commitments and provides employees the flexibility to switch between working from the office and working from home.

Harnessing Talent

We collaborated with the Chartered Institute for Securities & Investment (CISI) to deliver fit-for-purpose domain (capital markets) training for ~10,000 students across colleges in India – to build the next generation of investment banking talent.

Our employees valued our diverse learning opportunities, Diversity and Inclusion (D&I) initiatives, and effective managerial programs, leading to our highest-ever employee engagement scores and one of our strongest retention rates to date. We introduced a number of platforms and forums for communication to drive the One eClerys agenda – enabling connection and collaboration for our global workforce, whilst celebrating our values, our work, and our most important asset – our people.

In addition to focusing on employee communication and experience, employee wellbeing was a strategic priority in FY24. This was supported by a wide range of initiatives aimed at improving both mental and physical wellness, such as on-site health camps, wellness surveys, round-the-clock medical assistance, and counselling support.

We continued to make substantial investments in learning and professional development. The L&D team facilitated learning programs on an array of leading platforms and technologies like GenAI, Adobe, Salesforce, cloud computing – thus enabling our people to acquire critical skills and capabilities and be future-ready. 6,000+ employees from around the world participated in the first edition of our firm-wide Learning Carnival – as eClerys and industry leaders came together to enable our people to step out of their everyday work and experience the firm's vibrant and immersive learning culture.

III. OUTLOOK

Financial Markets

The business outlook for the coming year is bright, driven by our robust growth trajectory and an excellent pipeline of opportunities. We anticipate significant expansion into technology areas in our clients, providing ample opportunities for innovation and service enhancement. The finance and accounting division continues to thrive, positioning us firmly in this fast-growing area. Our new Fayetteville Center of Excellence (CoE) for Financial Crime and Compliance work is set to become a key asset, enabling us

to deliver superior compliance solutions and drive client satisfaction. Our renewed focus on sales and marketing will help us strengthen our market presence and revenue growth. We are poised to capture a larger market share and strengthen our competitive edge by leveraging these developments. The coming year promises substantial advancements across all sectors, underpinned by our strategic investments and commitment to excellence and strong delivery.

Digital

The outlook for digital services looks stronger as we enter the new fiscal year. The high technology sector continues to invest in new programs with the GenAI evolution continuing to rapidly expand the need for more infrastructure. In the Industrial & Manufacturing sector, product data enrichment is seeing strong demand with GenAI augmenting content creation. In Retail and Brands, marketplace analytics are seeing a strong take-up given multiple channels, markets and competitors. Client demand in our fashion and luxury sectors will soften this year driven by a slowdown in the China market but still see marginal growth.

Customer Operations

The upcoming fiscal year presents an exciting opportunity for us to build on the exceptional work we have delivered for our clients. Embracing the "One eClerx" initiative that has been established,

we plan to showcase our full range of capabilities to existing and new clients. With much of the market still looking for help to drive optimization across their entire ecosystem, we will position ourselves as Unique Value Partners that can help deliver more robust profitability and customer experiences. Additionally, we plan to continue diversifying our client portfolio, breaking into new industries while leveraging our recent successes to push further into streaming media and pharma.

IV. OPPORTUNITIES, THREATS, RISK AND CONCERNS

Risk management is an integral part of the business. We have outlined the principal risks and uncertainties that could adversely impact the functioning of the Company through their effect on operating performance, financial performance, management performance and overall sustainability. The Company has an efficient Risk Management system in place to identify and address various risks that the Company may face. This system has made sure that the Company has an effective framework for identification, measurement, evaluation and mitigation of various risks. This Risk Management system is governed by the Risk Management Policy and monitored by the Risk Management Committee. While our focus has been on highlighting likely adverse outcomes, many of these could also provide us opportunities if the outcomes happen to favour us. These risks include, but are not limited to:

Macro-economic risk	The Company derived over 92% of its revenues during FY 2023-24 from the United States and Western Europe. The company can face potential challenges from difficult business and economic conditions, including inflation, high interest rates, supply chain disruptions, government policies, and geopolitical risks. These factors have the potential to adversely impact our clients' businesses or our ability to profitably serve our customers, leading to potential losses in key projects or customers.
Concentration risk	The Company derived 60% of its total revenues during FY 2023-24 from its top ten clients. Despite the progressive reduction in contribution from top clients over the years, the concentration risk remains considerable. This concentration poses a risk, as any adverse developments affecting these clients, such as loss of business or change in their financial health, could impact our financial performance. Further, any mergers or acquisition of or by any of such large clients could cause change in outsourcing strategy thus limiting our business with these clients.
Currency risk	The Company derived around 84% of its revenues in US Dollars, 10% in Euros, and 6% in Sterling and other currencies. Adverse movements in foreign exchange rates due to economic, geopolitical, or other factors could have a negative impact on our financial performance. While the Company employs strategies to manage currency risk, including hedging when appropriate, investors should be aware that these factors could influence results and should consider such risks when assessing the Company's outlook.
Competition risk	The Company operates in a dynamic market environment where competition is prevalent and can intensify. New entrants may emerge, and existing competitors may enhance their strategies or introduce innovative technologies. These competitive dynamics could impact market position, business operations, and financial performance.

Integration risks	The Company's past or future acquisitions may pose challenges including financial, technological and people integration risks. Challenges such as technological compatibility issues or operational disruptions may arise during integration. We could also end up with higher liabilities as part of acquisitions. These risks could potentially impact project timelines, client relationships, and financial performance.
Key People risk	Our business is critically dependent on the quality of our workforce. Failure to attract, retain and motivate key employees would impair the Company's ability to offer the right quality of service to clients.
Technological risk	With advancement of technology, artificial intelligence, robotics and Generative AI, the work volume for people-skill driven services might decrease or reshape significantly, and the Company might not be able to make transition to newer client demands or newer supply side models quickly.
Business disruption due to IT system failure risk	Business disruption following a major outage event, or a failure of our IT systems could cause disruption in the Company's services, thereby reducing client confidence and could affect financial performance.
Business disruption due to pandemic	Business disruption due to pandemic resulting in lockdowns, travel restrictions in specific regions, large absenteeism due to widespread infections could impact financial performance if our clients do not extend work from home approvals or decide to shift business to their own or competitor facilities that are still functional.
Legal and regulatory risk	Failure to comply with legal or regulatory requirements could impact Company's reputation and financial position. Legislation in certain countries in which we operate may restrict clients in those countries from outsourcing work to overseas entities like us, which could hamper our growth prospects in major markets. Any major export or tax incentive, if withdrawn or materially altered may have an adverse implication on our financials. Insurers are lately excluding coverage of emerging risks thereby exposing Company to bear costs of lawsuits.
Personal data and Privacy Risk	There is increased sensitivity on the part of governments and regulators with respect to personal data and privacy. Legislations like GDPR in Europe carry severe consequences for non-compliance or breach. Failure to comply with current and/or new regulations or inadequacy of privacy policies and procedures could result in substantive liabilities, penalties and reputational impact.
Risks from Work from home scenarios	Though work from office increased in fiscal FY2024, part of our operations continued to have a hybrid working model. Work from home scenarios could expose the company to additional risks related to security of network, data and endpoint devices and new employee health hazards. Any adverse event on this front could expose the company to reputational and financial risks.
Business disruption due to Cyber Security Incident or Cyber Attack	<p>Business disruption following a Cyber security incident or targeted cyber-attack may render network, servers, storage and endpoints non-functional OR partially functional.</p> <p>A cyber-attack denying an organization access to its electronic systems can cause major disruption, with potentially serious financial and reputational consequences.</p> <p>Following a data breach, an organization can also suffer loss of production, sales and customers as networks and websites are taken offline and repaired; thereby reducing client confidence and organization may be subject to litigations.</p> <p>While the organization has beefed up security processes and have made significant investment in security technologies at network, server infrastructure and end-point level, any cyber incidents emanating due to inherent vulnerabilities, advanced ransomware, unknown/zero-day exploits, targeted attacks, disgruntled employee, etc. may bypass cyber security defenses causing a disruption in the Company's services, thereby reducing client confidence.</p>

V. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has established a robust Internal Controls system that is tailored to the specific needs and scale of its business operations. This system is carefully crafted to ensure the accuracy and reliability of financial and operational records, enabling the preparation of accurate financial statements and ensuring proper asset accountability. The Company has a strong and independent internal audit function which carries out regular internal audits to test the design, operations, adequacy and effectiveness of its internal control processes and also to suggest improvements and upgrades to the management.

The following discussion and analysis should be read together with the consolidated IndAS financial statements of the Company for the financial year ended March 31, 2024.

i. RESULTS OF OPERATIONS

The following table gives an overview of consolidated financial results of the Company:

Particulars	(Rupees in Million)			
	2023-24	%	2022-23	%
Revenue from Operations	29,255.43	97.81	26,478.97	97.57
Other Income (net)	656.35	2.19	659.51	2.43
Total Revenue	29,911.78	100.00	27,138.48	100.00
Employee benefits expense	17,383.93	58.12	15,095.25	55.62
Cost of technical sub-contractors	658.09	2.20	1,106.35	4.08
Other expenses	3,465.49	11.59	3,055.22	11.26
Total Operating Expenses	21,507.51	71.91	19,256.82	70.96
EBITDA	8,404.27	28.10	7,881.66	29.04
Finance Costs	234.84	0.79	211.62	0.78
Depreciation and goodwill amortisation	1,257.72	4.20	1,140.14	4.20
Profit before exceptional item and tax	6,911.71	23.11	6,529.90	24.06
Exceptional item	(18.35)	(0.06)	-	-
Profit before tax	6,893.36	23.05	6,529.90	24.06
Taxes	1,776.05	5.94	1,638.09	6.04
Minority Interest	2.75	0.01	3.61	0.01
Net Profit attributable to shareholders	5,114.56	17.10	4,888.20	18.01

a. Income

Income from operations

Income from operations increased to Rs. 29,255.43 million in the year under review from Rs. 26,478.97 million in the previous year registering a growth of 10.49%.

Other income

Other income primarily comprises of foreign exchange gains, interest on bank deposits and income from debt oriented

The Audit Committee reviews the adequacy and effectiveness of the Company's internal control environment and monitors the implementation of the recommendations.

VI. CONSOLIDATED FINANCIAL PERFORMANCE

The financial statements of your Company are prepared in compliance with the Companies Act, 2013 and Indian Accounting Standards ('IndAS'). The Group's consolidated financial statements have been prepared in accordance with the principles and procedures for the preparation and presentation of consolidated accounts as set out in the IndAS 110 on 'Consolidated Financial Statements'.

mutual funds. The total other income decreased marginally to Rs. 656.35 million in the year under review from Rs. 659.51 million in the previous year.

There was a foreign exchange gain of Rs. 21.73 million due to revaluation and realisation of foreign currency denominated assets and liabilities in the year under review compared to a gain of Rs 340.90 million in the previous year. The gain has been accounted in other Income.

Income from investments Increased to Rs. 397.62 million in the year under review

from Rs. 230.39 million in the previous year primarily due to higher yields on investments and bank deposits.

b. Expenditure

Operating expenses comprise of employee costs, software product development expenses, cost of technical subcontractors and other general and administrative expenses. The total operating expenses increased to Rs. 21,507.51 million in the year under review from Rs. 19,256.82 million in the previous year.

Employee costs increased to Rs. 17,383.93 million in the year under review from Rs. 15,095.25 million in the previous year, primarily due to an increase in head count, annual increment in salaries and higher sales linked incentives.

Other expenses increased to Rs. 3,465.49 million in the year under review from Rs. 3,055.22 million in the previous year. The Increase was primarily due to:

- Increase in travel expenses by Rs. 162.83 million.
- Increase in rent and maintenance expenses by Rs. 44.72 million, employee conveyance costs by Rs. 75.81 million, computer consumables and subscriptions by Rs. 97.55 million due to an increase in operations as compared to the previous year.
- Legal professional fees increase by Rs. 45.18 million during the year.

c. Depreciation

Depreciation charge has increased to Rs. 1,257.72 million in the year under review from Rs. 1,140.14 million. The depreciation on right-of-use assets increased to Rs. 455.58 million from Rs. 406.01 million on account of addition of new leased facilities in India and overseas locations. Depreciation on tangible and intangible assets increased to Rs. 802.14 million from Rs. 734.13 million in the previous year primarily due to higher capital investment in computer equipment.

d. Finance cost

Finance cost primarily on ROU assets has increased to Rs. 234.84 million in the year from Rs. 211.62 million in the previous year on account of addition of new leased facilities in India and overseas locations.

e. Income Tax Expense

The Company's consolidated tax expense (including deferred taxes) increased to Rs. 1,776.05 million in the year under review from Rs. 1,638.09 million in the previous year due to higher profit before taxes.

ii. FINANCIAL CONDITION

a. Share Capital

The Company has authorised capital of Rs. 1,000 million as of March 31, 2024. The issued, subscribed and paid-up capital was Rs. 482.32 million of equity shares of Rs. 10 each in the year under review as compared to Rs. 480.34 million in the previous year. The change in paid capital was primarily due to sale/ purchase of shares by eClerx Employee Welfare Trust which is eliminated from the share capital of the Company.

b. Other Equity

The reserves and surplus of the Company increased to Rs. 21,992.69 million in the year under review from Rs. 16,668.37 million in the previous year. Increase in other equity is primarily on account of:

- Addition of retained earnings and other comprehensive income by Rs. 5,114.56 million in the year under review.
- Increase of Rs. 176.09 million in hedging reserve on account of positive movement in cash-flow hedges.
- Increase in foreign currency translation reserve from translation gains on assets of overseas subsidiaries by Rs. 86.83 million.
- Reduction in retained earnings on account of payment of dividend Rs. 33.11 million.

c. Right of Use Lease liabilities

Long term ROU lease Liabilities were Rs. 2,248.31 million as on March 31, 2024 (March 31, 2023: Rs. 1,501.92 million) and short-term ROU lease Liabilities were Rs. 409.09 million (March 31, 2023: Rs. 423.81 million).

d. Derivative instruments

The company covers foreign exchange fluctuation risk through hedging instruments as per board approved policy. Derivative instrument fair valuation is accounted through Other Comprehensive Income. As of March 31, 2024, derivative instrument

fair valuation asset was Rs. 111.89 million compared to fair valuation liability of Rs. 123.42 million as of March 31, 2023. The increase is due to favorable marked to market movement against the hedged currency rates.

e. Borrowings

Borrowings by subsidiaries have decreased to Nil in the year under review from Rs. 9.85 million in previous year, due to repayment of working capital loan taken by subsidiary in Italy.

f. Employee Benefit Obligations

Employee Benefit Obligations, which includes gratuity, leave encashment, sales incentives and other employee benefits, increased to Rs. 2,306.59 million in the year under review from Rs. 1,915.66 million in the previous year primarily due to an increase in head count, higher sales incentives and additional employee retention bonus plans.

g. Trade Payables

Increase in trade payables to Rs. 191.61 million in the year under review from Rs. 180.47 million in the previous year primarily due to an increase in operations.

h. Other financial and current liabilities

Other financial and current liabilities include unpaid dividends, advance billing, accrued expenses and payables for capital expenditure and statutory dues, which have increased to Rs. 1,416.49 million in the year under review from Rs. 1,301.40 million in the previous year primarily on account of an increase in accrued expense.

i. Fixed Assets

The net block of fixed assets and capital work in progress and other as of March 31, 2024, was Rs. 2,096.53 million as compared to Rs. 2,443.79 million as of March 31, 2023. During the year under review, addition to gross block (net off disposals) was Rs. 735.63 million comprising computer hardware and software, office equipment and addition to leasehold improvements.

Goodwill on consolidation on account of foreign subsidiaries was at Rs. 3,993.44 million as of March 31, 2024, as compared to Rs. 3,959.83

million as of March 31, 2023. The movement is on account of translation of foreign currency goodwill in subsidiaries to INR.

j. Right of Use Assets

ROU Assets as on March 31, 2024 is Rs. 2,347.16 million as compared to Rs. 1,529.60 million as on March 31, 2023.

k. Investment

Investment represents non-current investment of Rs. 140.76 million as of March 31, 2024, as compared to Rs. 123.27 million as on March 31, 2023.

Current Investment represents surplus funds of the Company parked with mutual fund schemes that can be recalled at very short notice and investment in government securities.

The Company's treasury practices call for investing only in highly rated debt oriented mutual funds. Investment in mutual funds decreased to Rs. 2,541.36 million during the year under review from Rs. 2,621.79 million in the previous year due to investments made in government securities during the year under review. In the current year, the Company has made investments in government securities amounting to 1,382.86 million.

l. Trade Receivables

Debtors increased to Rs. 4,959.99 million as of March 31, 2024, from Rs. 4,404.87 million as of March 31, 2023. These debts are considered good and realisable and provision for doubtful debts has been made based on expected credit loss model based on various factors, including collectability of specific dues, economic condition of the industry in which the customer operates and general economic factors that could affect the customer's ability to settle. The Company monitors trade receivables closely.

m. Cash and Other Bank Balances

Cash and other bank balances mainly represent bank balances in current and fixed deposit accounts due to an increase in short-term deposits placed with the banks. The cash and other bank balances increased to Rs. 6,920.93 million as on March 31, 2024, from Rs. 4,279.29.43 million as of March 31, 2023, due to an increase in investments made in

fixed deposits with original maturity of more than three months but less than 12 months.

n. Other financial assets

Other financial assets include unbilled revenue, premises and other deposits, recoverable expenses and other loans & advances. Other financial assets increased to Rs. 2,669.17 million as of March 31, 2024, from Rs. 1,974.36 million as of March 31, 2023.

o. Other current and non-current assets

Other current and non-current assets include capital advances and GST credits, duty benefit credits, prepaid expenses and other advances. Other current & non-current assets increased to Rs. 984.82 million as of March 31, 2024, from Rs. 465.45 million as of March 31, 2023.

p. Deferred Tax assets/liabilities

Deferred tax assets and liabilities represent timing differences in the financial and tax books arising from depreciation of property, plant and equipment, compensated absences, & gratuity and derivative financial instruments. The Company assesses the likelihood that the deferred tax will be adjusted from future taxable income before carrying it as an asset or liability. The Company has a net deferred tax asset of Rs. 495.46 million as of March 31, 2024, as compared to Rs. 402.97 million as of March 31, 2023.

q. Income Tax assets/liabilities

The Company's profits are subject to tax in the various jurisdictions where the Group conducts business operations. The non-current tax assets primarily represent payments of tax demands which have been contested and under appeals and refunds receivable. Current tax liabilities primarily comprise of tax provisions made at the end of the year for which payment is not yet due.

Income tax assets (net) decreased to Rs. 118.03 million in the current year from Rs. 138.89 million in the previous year.

iii. CASH FLOWS

The Company's cash flows from operating, investing and financing activities, as reflected in the consolidated statement of cash flow, is summarised in the table below.

Summary of cash flow statement:

(Rupees in Million)

Particulars	2023-24	2022-23
Net cash generated by/ (used in)		
Operating activities	5,258.92	4,925.74
Investing activities	(4,878.78)	(843.95)
Financing activities	(1,065.07)	(4,400.68)
Effect of Exchange fluctuation on Cash and Cash Equivalents	44.40	295.94
Net (decrease) / increase in cash and cash equivalents	(640.53)	(22.95)
Cash and cash equivalents at the beginning of the year	4,180.07	4,203.02
Cash and cash equivalents at the end of the year	3,539.54	4,180.07

Cash flow from operations improved due to an increase in profit from operations and a reduction in net working capital in the current year compared to the previous year.

The Company had a net purchase of investments and increased bank deposits in the current year as compared to the previous year wherein a significant amount was utilized towards buyback of shares.

Cash used in financing activities in the previous year was higher primarily on account of the buyback of the Company's shares.

iv. KEY FINANCIAL RATIOS (BASED ON CONSOLIDATED FINANCIALS)

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to give details of significant changes (change of 25% or more as compared to the immediately previous financial year) in key sector-specific financial ratios.

Ratios	2023-24	2022-23	Change%
Market capitalisation to revenues (INR)	3.97	2.40	65.42%
Price / Earnings (times)	22.30	13.15	69.55%
Days sales outstanding	84	80	5.00%
Liquid cash as a % of total assets	37.03%	30.17%	22.75%
Current Ratio (times)	5.17	3.92	32.10%
Revenue growth	10.49%	22.57%	(53.54%)
Operating Profit Margin	21.32%	22.17%	(3.84%)
Net Profit Margin	17.11%	18.03%	(5.09%)
Return on net worth	22.75%	28.50%	(20.17%)
Diluted EPS (INR)	104.38	97.15	7.44%

Market capitalisation to revenues has increased on account of the increase in market capitalisation of the company for the current year on account of the increase in the share price of the Company by 82%.

The current ratio of the company has improved in the current year on account of higher current investments and bank balance in the current year as compared to the previous year.

The PE of the Company's shares has increased by 69.55% on account of the increase in the share price of the Company by 82% in the current year.

Revenue growth for the current year is lower compared to last year on account of the reduction in the rate of addition of new customers as compared to last year. Movements in the other ratios are not greater than 25% and have remained relatively stable.

VII. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS

The realm of talent acquisition has undergone a complete transformation in a post-pandemic world. We have adapted, employing a wide array of innovative hiring strategies and harnessing the power of automation and analytics to zero in on the finest caliber of candidates and expedite the hiring process across all sectors of our operation. We reimagined application and on-boarding processes into a single, holistic experience – one that integrates talent branding, recruiting, and on-boarding.

To bridge the skills gap, as part of our talent acquisition strategy, we launched the eClerx Talent Academy under which we hired professionals with strong fundamental and pre-requisite skills and upskilled them on core and advanced technologies. Our Talent Academy model has allowed us to keep a strong pipeline of ready-to-deploy resources for new business opportunities – whilst supplementing recruitment efforts with a higher level of control and predictability.

Talent engagement continues to address hybrid workforce through utilizing various digital platforms. Employees are regularly updated about their contributions through leadership connects. Immersive virtual and hybrid events enabled us to keep our organizational culture alive and team morale

high, connecting our teams at scale via engaging platforms across the organization.

We've integrated HR platforms with our processes to significantly improve the experience for our global workforce through enhanced synergies. This integration has streamlined operations and fostered greater efficiency across all levels of our organization.

Employee wellbeing was a key focus area, with initiatives addressing mental and physical wellness, such as on-site health camps, wellness surveys, 24x7 medical assistance, and counselling support, all of which were highly appreciated by our employees.

On the learning front, we reimagined our manager development programs to empower managers with the management and leadership competencies needed to lead teams and drive change. We facilitated technology learning on a slew of in-demand applications like Generative AI, Salesforce, low code/no code and many more. 6,000+ employees participated in the firm's first ever Learning Carnival which saw eClerx and industry leaders deliver highly relevant, contextual and engaging talks on a vast array of topics.

We secured dual golds in Asia-Pacific Stevie® Awards in the categories 'Innovation in Human Resources Management, Planning & Practice' and 'Innovative Use of Technology in Human Resources' – underscoring our pioneering approach in human resources management and technological innovation.

Cautionary Statement

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be 'forward-looking statements' within the meaning of applicable Securities Laws and Regulations. Actual results could defer materially from those expressed or implied. Important factors that could influence the Company's operations include economic developments within the country, demand and supply conditions in the industry, changes in Government Regulations, Tax Laws and other factors such as litigation and labour relations. Readers are advised to exercise their own judgment in assessing risks associated with the Company, *inter-alia*, in view of discussion on risk factors herein and disclosures in Regulatory filings, as applicable.

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The company recognizes that a strong corporate governance system is essential for maintaining and building trust among all stakeholders. This framework serves as a solid foundation for sustained growth and increasing stakeholder value over time. The Company is committed to adopt and implement best corporate governance practices and strives to ensure that its performance is driven by its core **EPIC** values:



In the realm of corporate responsibility, good governance is a fundamental aspect of upholding our duties as a conscientious member of the business community. Beyond meeting legal obligations, we have established robust governance frameworks and procedures to enhance transparency, disclosure, internal oversight, and ethical behaviour in our workplace. We understand that governance is an ongoing process and we reaffirm our dedication to upholding the highest principles of corporate governance for overall interest of our stakeholders.

All stakeholders including clients, vendors and communities that we are part of, are an integral part of the business and we ensure fairness for each of them through transparency and accountability, two basic tenets of corporate governance. By upholding these values, we strive to create a harmonious and sustainable business environment that benefits everyone involved.

The Company is compliant with all the mandatory provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as applicable. The details on how the corporate governance principles are put in to practice within the Company are as follows:

I. BOARD AND COMMITTEES STRUCTURE

The Board of Directors is responsible for the strategic supervision, and overseeing the management performance and governance of the Company on behalf of the shareholders and other stakeholders. The Board exercises independent judgement and plays a vital role in monitoring the Company's affairs. The Board also ensures the Company's adherence to the standards of corporate governance and transparency.

It discharges some of its responsibilities directly and has delegated specific responsibilities to the mandatory Board Committees formed as per the applicable provisions of the Companies Act, 2013 and Rules framed thereunder ("the Act") and the Listing Regulations. The Committees deal with specific areas that are assigned to them for either final decision-making or giving appropriate recommendations to the Board. All the Committees have a clearly laid down charter and are responsible for discharging their roles and responsibilities as per their charter. The details about these Committees have been particularly discussed in subsequent sections of this report.

- **Board Functioning**

Composition	<p>The Board represents an optimum combination of Executive and Non-Executive Directors for its independent functioning. The composition of the Board is in conformity with the applicable provisions of the Companies Act, 2013 and the Listing Regulations.</p> <p>As on March 31, 2024, the Board comprised of 11 (Eleven) Directors, of which 2 (Two) were Executive Directors: 1 (One) Non-Executive Director and 8 (Eight) Non-Executive Independent Directors including 2 (Two) Independent Woman Directors.</p> <p>During the year, Mr. Kapil Jain (DIN: 10170402) and Ms. Bala C Deshpande (DIN: 00020130) were appointed on the Board w.e.f. May 25, 2023 as Managing Director & Group CEO and Independent Director respectively. Mr. Anish Ghoshal, Mr. Biren Gabhawala and Ms. Deepa Kapoor ceased to be Independent Directors of the Company upon completion of their second term of 5 (Five) consecutive years at the close of business hours on March 31, 2024.</p> <p>Mr. Amit Majmudar (DIN: 00565425) was also appointed as Independent Director w.e.f April 1, 2024.</p> <p>The Chairman of the Board is a Non-Executive Independent Director. There are no <i>inter-se</i> relationships between the Directors on the Board of the Company.</p>
Board and Committee Meetings Procedure	<p>The Board/Committee Meetings are held as per the annual calendar set out well in advance with concurrence of all the Directors, to ensure maximum participation in the meetings. Prior approval of the Board is obtained for circulating the agenda items with shorter notice for matters that are considered to be in the nature of Unpublished Price Sensitive Information. The Committees of the Board usually meet before the Board meeting, or whenever the need arises for transacting business. In case of any exigencies, resolutions are also passed by circulation as permitted by law, which are noted at subsequent Board meetings.</p>
Board and Committee Meetings Material	<p>Agenda and explanatory notes for the Board/Committee Meetings are set out by the Company Secretary in consultation with the Chief Financial Officer, Executive Director and other stakeholders. Agenda papers with minutes of previous meeting, committee meetings & meetings of subsidiary companies and other information/proposals with detailed notes/background information with applicable regulatory provisions and requisite disclosures, are circulated at least seven days prior to the meeting, thereby enabling the Board to take decisions on an informed basis. The agenda of the Board and Committee meetings are circulated electronically.</p> <p>Any Board member can suggest inclusion of additional items in the agenda. The Board has complete access to any information pertaining to the activities and operations of the Company. Further, respective functional heads are invited to attend Committee/Board Meetings to discuss their relevant matters and/or to provide detailed insights on items pertaining to their program, forming part of agenda items. Regular updates at such meetings, <i>inter-alia</i>, include updates on operations of the Company, presentations on financials including details of foreign exchange exposure and steps taken to minimise exchange fluctuation risks, non-compliance of any regulatory, statutory or listing regulations requirements, if any, and major developments during the period.</p>
Follow-up Procedure	<p>The Company has an effective post Board/Committee meeting follow up procedure. Update on the key open points is placed at the succeeding meeting(s) for information of the Board/respective Committees. The Board has established procedures to periodically review compliance reports pertaining to laws applicable to the Company as well as steps taken by the Company to rectify instances of non-compliance, if any.</p>
Board Independence	<p>The Independent Directors on the Board provide a solid foundation for good corporate governance and a strong independent element to the Board. The Board has taken on record the declarations received from Independent Directors confirming that they meet the criteria of independence prescribed under the Act and Listing Regulations and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an independent judgement and without</p>

	any external influence and after undertaking due assessment of the veracity of the same and taking into consideration the annual declaration of independence submitted by Independent Directors, the Board confirms that, in its opinion, the Independent Directors fulfil the conditions specified in the Listing Regulations and are independent of the management.
Code of Conduct for Independent Directors	<p>The Code of Conduct for Independent Directors (“ID Code”) has been adopted by the Company in compliance with Section 149 read with Schedule IV of the Act. In terms of the ID Code, a separate meeting of Independent Directors was held on May 25, 2023 wherein they evaluated the performance of Non-Executive Directors, the Board as a whole and the Chairman taking into account the views of Executive and Non-Executive Directors. All Independent Directors were physically present at this meeting except Mr. Naresh Chand Gupta and Mr. Srinjay Sengupta who attended the meeting through video conferencing.</p> <p>All the Independent Directors of the Company have registered themselves/renewed their registration, as applicable, on Indian Institute of Corporate Affairs (IICA) portal and their names are included in the data bank maintained by IICA. Further, the Independent Directors of the Company, have also confirmed that they have passed the online proficiency self-assessment test conducted by IICA as may be applicable to them.</p>
Familiarization Programme for Independent Directors	<p>eClerx has an elaborate Familiarization Programme for Independent Directors to enable them to familiarise themselves with the Company, its management and operations. This Programme is focused on facilitating Independent Directors to clearly understand their roles and responsibilities for the purpose of contributing significantly towards the growth of the Company. The Business Heads, CFO and other leaders provide detailed update to the new Independent Directors, as a part of their induction on the business model, nature of industry and its dynamism. The CFO and the Company Secretary explains in detail the roles, responsibilities and liabilities of Independent Directors.</p> <p>The business presentations at the Board/Committee meetings cover business strategies, Management structure, People Function initiatives, Compliance framework, Succession Planning, Business Performance, Finance Plan, Customer Experience, Innovative Solutions, Digital Platforms, Review of Internal Audit, Risk Management framework, Internal Financial Controls, Regulatory updates, etc. Details of the familiarization programme for Independent Directors have been provided in the Directors’ Report and it is available on the website of the Company at the following link https://eclerx.com/about-eclerx/board-of-directors/.</p>

• Meeting-wise Board attendance and other Directorships

The table below shows the meeting-wise attendance at the scheduled Board Meetings and Committee Memberships/Chairmanships of the Directors as on March 31, 2024. As informed and confirmed by them, none of the Director is a Member of more than 10 (Ten) Board level Committees (considering only Audit Committee and Stakeholders’ Relationship Committee) or Chairman of more than 5 (Five) Committees across all public limited companies (listed or unlisted) in which he/she is a Director.

Name of Director	Attendance at the last AGM held through Video Conference on Sept 14, 2023	Meetings held and attended during the year					% of Attendance at Board Meetings	Number of Directorships on the Board of Other Public Companies	Other Company Committee Positions	
		May 25, 2023	Aug 9, 2023	Nov 9, 2023	Feb 1, 2024	Mar 13, 2024			Member	Chairman
Kapil Jain[^] Managing Director & Group CEO							100	-	-	-
PD Mundhra Executive Director – Promoter							100	-	-	-
Anjan Malik Non-Executive Director – Promoter							100	-	-	-
Anish Ghoshal^{*&} Non-Executive Independent Director							100	1	-	-
Bala C Deshpande[^] Non-Executive Independent Director		NA					100	3	5	-
Biren Gabhawala^{*&} Non-Executive Independent Director							100	1	1	1

Name of Director	Attendance at the last AGM held through Video Conference on Sept 14, 2023	Meetings held and attended during the year					% of Attendance at Board Meetings	Number of Directorships on the Board of Other Public Companies	Other Company Committee Positions	
		May 25, 2023	Aug 9, 2023	Nov 9, 2023	Feb 1, 2024	Mar 13, 2024			Member	Chairman
Deepa Kapoor* Non-Executive Independent Director							100	-	-	-
Shailesh Kekre\$# Non-Executive Independent Director - Chairperson							100	2	-	-
Srinjay Sengupta Non-Executive Independent Director							100	-	-	-
Naresh Chand Gupta Non-Executive Independent Director							100	-	-	-
Naval Bir Kumar Non-Executive Independent Director							100	-	-	-
Amit Majmudar® Non-Executive Independent Director		NA					NA	-	-	-

- Physically Present, - Present through video conference, - Absent

^ Appointed w.e.f. May 25, 2023

* Ceased to be Independent Directors of the Company upon completion of their second term of 5 (Five) consecutive years at the close of business hours on March 31, 2024

& Chairperson of the Board upto March 31, 2024

\$ Mr. Biren Gabhawala is a Non – Executive Independent Director in 3M India Limited and Mr. Shailesh Kekre is a Non – Executive Independent Director in Protean eGov Technologies Limited, which are listed entities.

Appointed as Chairperson of the Board w.e.f. April 1, 2024



® Appointed w.e.f. April 1, 2024.

For calculation of Other Directorship/Committee memberships/Chairmanships - private companies, Section 8 companies and foreign companies are excluded. Committee Position include only Audit Committee & Stakeholders' Relationship Committee for the purpose of Regulation 26(1)(b) of Listing Regulations.























































• The Board skills and attributes matrix

The Directors of the Company bring with them a wide range of skills and experience to the Board, which enhances the quality of the Board's decision-making process. The Board has identified the following core skills viz. Industry Expertise and Business Acumen, Corporate Governance, Quality Decision making, Ability to contribute to Company's growth, Sustainable Development and Strategic Planning and Analysis which are required in the context of the business of the Company to function effectively as detailed in the table below.

Core skills	Description
Industry Expertise and Business Acumen	Knowledge of the IT-BPM sector, understanding of the business operations of the Company, strategic planning, audit, risk management
Corporate Governance	Knowledge of Corporate Governance, Accountancy, understanding of Legal & Regulatory environment, Stakeholder advocacy
Quality Decision making	Being attentive to risks, solving problems by analysing options, identifying opportunities, being focused and creative in ideas, Leadership
Ability to contribute to Company's growth	Sales and Marketing, Technology and Digital, Global experience, Knowledge of budgeting, M&A, Mentoring, Networking etc.

Core skills	Description
Sustainable Development	 CSR/ESG initiatives, Diversity, Empathy
Strategic Planning and Analysis	 Ability to critically identify and assess strategic opportunities and threats and develop effective strategies in the context of long-term objectives and the organizations' relevant policies and priorities

The skill matrix displaying Directors' proficiency in core skills is given hereunder. The table also reflects the number of years that Independent Directors have left to serve, which helps to analyse which skills need to be replaced sooner than others.

Directors	Years left to serve (as applicable)	Core Skills
Kapil Jain[^] Managing Director & Group CEO	NA	     
PD Mundhra Executive Director – Promoter	NA	     
Anjan Malik Non-Executive Director – Promoter	NA	     
Bala C Deshpande[^] Non-Executive Independent Director	4 (1 st Term)	     
Shailesh Kekre[#] Non-Executive Independent Director - Chairperson	3 (2 nd Term)	     
Srinjay Sengupta Non-Executive Independent Director	2 (1 st Term)	     
Naresh Chand Gupta Non-Executive Independent Director	4 (1 st Term)	     
Naval Bir Kumar Non-Executive Independent Director	4 (1 st Term)	     
Amit Majmudar[@] Non-Executive Independent Director	5 (1 st Term)	     

[^] Appointed w.e.f. May 25, 2023

[#] Appointed as Chairperson of the Board w.e.f. April 1, 2024

[@] Appointed w.e.f. April 1, 2024

- **Code of Conduct**

The Company lays down the Code of Conduct which is expected to be followed by the Directors and the Senior Managerial Personnel in their business dealings and in particular on matters relating to integrity at work place, in business practices and in dealing with stakeholders. Pursuant to Regulation 17 of the Listing Regulations, the Board has laid down a Code of Conduct for Board Members and Senior Management Personnel of the Company. All the Board Members and Senior Management Personnel including the Chief Financial Officer and Company Secretary have affirmed compliance with the Code of Conduct for FY2024. There were no material financial and commercial transactions, in which Board Members or Senior Management Personnel had personal interest, which could lead to potential conflict of interest with the Company during the year. A declaration to this effect signed by the Managing Director & Group CEO is given in this report. The aforesaid code has also been hosted on the Company's website at the web-link <https://eclerx.com/investor-relations/corporate-governance/>.

- **Code under SEBI Insider Trading Regulations**

The Company has in place Code of Conduct for Prohibition of Insider Trading and Code for Fair Disclosure ("Insider Trading Code") pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 for regulating, monitoring and reporting of trading by insiders. The Insider Trading Code has been formulated to regulate, monitor and ensure reporting of trading by the Designated Persons and their immediate dependent relatives towards achieving compliance with the Regulations and is designed to maintain the highest ethical standards of trading in securities of the Company by people to whom it is applicable. The Insider Trading Code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with securities of the Company and cautions them of the

consequences of violations. The same is hosted on the Company's website at the web-link <https://eclerx.com/investor-relations/corporate-governance/>.

- **Resignation of Independent Director(s)**

There were no resignation(s) of Independent Directors of the Company during FY2024.

II. COMMITTEES OF THE BOARD

A. AUDIT COMMITTEE

The Company has a well-qualified and independent Audit Committee consisting of three Non-Executive Independent Directors and an Executive Director, having adequate financial and accounting knowledge. The constitution, powers, duties and responsibilities of the Audit Committee are in line with provisions of the Act and the Listing Regulations. It oversees the financial reporting process of the Company. The power and role of the Audit Committee are in accordance with the Listing Regulations and the Act.

The brief terms of reference of the Committee are as under:

- The recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process
- Reviewing the financial statements and draft audit report, including quarterly/half yearly financial information;
- Reviewing with management, the annual financial statements before submission to the Board;
- Examination of the financial statement and the auditors' report thereon

The detailed terms of reference and role of the Committee is available on the website of the Company at <https://eclerx.com/wp-content/uploads/2024/03/Committee-and-its-member-01042024.pdf>

Meeting-wise Audit Committee attendance

Name	Meetings held and attended during the year					% of attendance
	May 25, 2023	Aug 9, 2023	Nov 9, 2023	Feb 1, 2024	Mar 13, 2024	
Amit Majmudar[§] (Chairperson w.e.f April 1, 2024)	NA	NA	NA	NA	NA	NA
Biren Gabhawala* (Chairperson upto March 31, 2024)						100
Anish Ghoshal*						100
Deepa Kapoor*						100
Naval Bir Kumar						100
PD Mundhra						100
Shailesh Kekre[#]	NA	NA	NA	NA	NA	NA

[§] Appointed as Member and Chairperson w.e.f. April 1, 2024

* Ceased to be Members at the close of business hours on March 31, 2024.

[#] Appointed to the Committee w.e.f. April 1, 2024

The Company Secretary of the Company acts as the Secretary to the Committee.

The gap between two consecutive meetings did not exceed 120 days. The statutory auditors as well as Internal Auditors participate in the Audit Committee meetings. In addition to the above, the Committee meetings were also attended by the Chief Financial Officer of the Company along with other senior managerial personnel of the Corporate Finance department of the Company, as may be required.

The minutes of the Audit Committee Meetings are placed before the Board. The Chairman of the Audit Committee briefs the Board Members about the significant discussions and the decisions taken at Audit Committee meetings.

The erstwhile Chairperson of the Audit Committee viz. Mr. Biren Gabhawala attended the 23rd Annual General Meeting of the Company held on September 14, 2023.

B. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee is responsible for identifying persons to be appointed as Directors and at senior management levels as well as formulating remuneration policy for them. It also reviews the size and composition of the Board to ensure that there is an appropriate balance of skills, knowledge, experience and diversity in its widest sense.

The brief terms of reference of the Committee are as under:

- Identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance;
- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;
- Ensure that the Board comprises of a balanced combination of Executive Directors and Non-Executive Directors and also the Independent Directors;
- Devise framework to ensure that Directors are inducted through suitable familiarization process covering their roles, responsibility and liability;
- Oversee the formulation and implementation of ESOP Schemes, its administration, supervision, and formulating detailed terms and conditions in accordance with SEBI Guidelines;

The detailed terms of reference of the Committee is available on the website of the Company at <https://eclerx.com/wp-content/uploads/2024/03/Committee-and-its-member-01042024.pdf>

Meeting-wise Nomination and Remuneration Committee attendance

Name	Meetings held and attended during the year					% of attendance
	May 25, 2023	Aug 9, 2023	Nov 9, 2023	Feb 1, 2024	Mar 13, 2024	
Naval Bir Kumar [§] (Chairperson w.e.f April 1, 2024)	NA	NA	NA	NA	NA	NA
Amit Majmudar [#]	NA	NA	NA	NA	NA	NA
Deepa Kapoor [*] (Chairperson upto March 31, 2024)						100
Anish Ghoshal [*]						100
Anjan Malik ^{&}						80
Naresh Chand Gupta [#]	NA	NA	NA	NA	NA	NA
Shailesh Kekre						100
Srinjay Sengupta						80

[§] Appointed as Member and Chairperson w.e.f. April 1, 2024

[#] Appointed w.e.f. April 1, 2024

^{*} Ceased to be Members at the close of business hours on March 31, 2024.

[&] Ceased to be a member of the Committee at the close of business hours on March 31, 2024.

The Company Secretary of the Company acts as Secretary to the Committee.

Nomination and Remuneration Policy and Directors' Remuneration

The Nomination and Remuneration Policy aims at attracting and retaining high performance talent. Remuneration to Directors, Key Managerial Personnel and

Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals. The remuneration policy is focused on ensuring that level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully. In terms of Section 178 of the Act and the

Listing Regulations, the policy on nomination and remuneration of Directors, Key Managerial Personnel (KMP), Senior Management and other employees of the Company had been formulated by the Nomination and Remuneration Committee of the Company and approved by the Board of Directors. This policy which acts as a guideline for determining, *inter-alia*,

qualifications, positive attributes and independence of a Director, matters relating to the remuneration, appointment, removal and evaluation of performance of the Directors, Key Managerial Personnel, Senior Management and other employees has been hosted on the Company's website at the web-link <https://eclerx.com/investor-relations/corporate-governance/>.

Details of remuneration paid/payable to Directors for FY2024:

(Rs. in Millions)

Name	No. of shares held	Salary & Perquisites	Remuneration [§]	Sitting Fees	Total
Amit Majmudar [®]	0	NA	NA	NA	NA
Anjan Malik	13,110,122	-	-	-	-
Anish Ghoshal [*]	3	-	3.20	0.30	3.50
Bala C Deshpande [#]	0	-	2.73	0.24	2.97
Biren Gabhawala [*]	8,731	-	3.20	0.30	3.50
Deepa Kapoor [*]	0	-	3.20	0.30	3.50
Kapil Jain [#]	0	-	-	-	-
Naresh Chand Gupta	0	-	3.20	0.30	3.50
Naval Bir Kumar	0	-	3.20	0.30	3.50
PD Mundhra	13,115,560	27.60	-	-	27.60
Shailesh Kekre	0	-	3.20	0.30	3.50
Srinjay Sengupta	0	-	3.20	0.30	3.50

[§] Remuneration to Independent Directors for FY2024 was paid in May 2024

[®] Appointed w.e.f. April 1, 2024

^{*} Ceased to be Independent Director of the Company upon completion of their second term of 5 (Five) consecutive years at the close of business hours on March 31, 2024

[#] Appointed w.e.f. May 25, 2023

Other than the remuneration payable to Mr. Kapil Jain by eClerx Limited (in his capacity as its CEO), a wholly owned subsidiary of the Company in the UK, no remuneration shall be payable to him by the Company as the Managing Director and Group CEO. However, eClerx Limited and the Company have entered into necessary arrangements in accordance with applicable laws for transfer pricing purposes in connection with the Group CEO related services rendered by him.

Other than the above details, there are no benefits or elements of remuneration being paid to the Directors.

• Sitting Fees

The Non-Executive Independent Directors of the Company are being paid sitting fees which is within the ceiling prescribed under the Act and no sitting fee is paid to Non-Executive Non-Independent Director. Further, the boarding and lodging expenses, if any, are reimbursed to the Directors based out of Mumbai.

• Remuneration to Non-Executive Independent Directors

The remuneration is paid within the monetary limit approved by the members of the Company i.e. Rs. 3.50 million p.a. per Non-Executive Independent

Director, subject to the same not exceeding 1% of the net profits of the Company computed as per the provisions of the Act and such other applicable regulations. The details of the actual remuneration paid to the Non-Executive Independent Directors for FY2024 is given above.

• Criteria of making payments to Non-Executive Independent Directors

The members of the Company vide special resolution passed at Annual General Meeting held on September 21, 2022 had approved the payment of remuneration to Non-Executive Independent Directors of the Company, subject to a limit of Rs. 3.50 million p.a. per Non-Executive Independent Director. The said remuneration is subject to an aggregate limit of sum not exceeding 1% of net profit of the Company for respective financial year, as calculated in accordance with the provisions of the Act provided that such amount shall not exceed Rs. 3.50 million p.a. per Non-Executive Independent Director in addition to the fee payable to them for attending the meeting of Board of Directors of the Company or any Committee(s) thereof. The Nomination and Remuneration Committee at its Meeting held on May 25, 2023 considered and approved remuneration of Rs. 3.20 million p.a. to each of Non-Executive Independent Directors

of the Company for FY2024, which was accordingly paid in proportion to the term served by the Director during the year, in May 2024.

- **Remuneration to Executive Directors**

Mr. PD Mundhra, Whole-time Director is entitled to salary of Rs. 13.80 million p.a. In addition to that, he is also entitled to Annual Performance Bonus, not exceeding Rs. 13.80 million p.a., which is merit based and takes into account the Company's performance. Mr. Kapil Jain, Managing Director & Group CEO, is only entitled to the remuneration, paid to him by eClerx Limited (in his capacity as its CEO), a wholly owned subsidiary of the Company in the UK, and no remuneration will be paid to him by the Company as the Managing Director and Group CEO. However, eClerx Limited and the Company have entered into necessary arrangements in accordance with applicable laws for transfer pricing purposes in connection with the Group CEO related services rendered by him.

The Nomination and Remuneration Committee at its meeting held on May 16, 2024, recommended the following:

- 100% of the eligible bonus amount as Annual Bonus for FY2024, to be paid to Mr. PD Mundhra, Executive Director amounting to Rs. 13.80 million and the Board of Directors approved the same at the meeting held on May 16, 2024.
- Annual performance bonus amounting to £450,000 to be paid to Mr. Kapil Jain, Managing Director & Group CEO for FY2024.

Mr. PD Mundhra offered to forgo his annual remuneration increment for FY2024 conveying that he believed that the current remuneration reflected fair value for his contribution to the organization. Mr. PD Mundhra has not taken any increment in the monthly salary per-se, since FY2012. The Board of Directors at its meeting held on May 25, 2023, accepted the above recommendations.

The other details with respect to remuneration of Mr. PD Mundhra and Mr. Kapil Jain are as under:

Particulars	PD Mundhra	Kapil Jain*
All elements of remuneration package i.e. salary, benefits, pensions etc.	Annual Gross Salary: Within the range between Rs. 13.80 million to Rs. 27.60 million per annum with annual increments effective 1st April each year as may be decided by the Board, based on merits and taking into account the Company's performance for the year. The benefits, perquisites and allowances will be determined by the Board of Directors from time to time.	Annual Gross Salary: £650,000 per annum and may be eligible for such annual increments, as may be decided by the Board on the recommendation of the Nomination and Remuneration Committee. Sign-on bonus: i. £400,000 in the first payroll run of eClerx Limited after May 1, 2023 ("First Tranche Date"); and ii. £350,000 within thirty days of the expiry of twelve calendar months from the First Tranche Date.
Performance linked incentives along with performance criteria	Annual Gross Salary: Rs. 13.80 million p.a. Annual Performance Bonus: upto Rs. 13.80 million p.a. The actual entitlement out of Annual Performance Bonus will be decided by the Board of Directors and will be merit based and take into account the Company's performance while factoring key parameters like: - Profitability (PAT, PBT, OPM) - Return on shareholders' investment - Statutory compliances - Revenue and revenue quality	Discretionary annual bonus up to the higher of (i) £650,000 OR (ii) an amount equal to the previous financial year's basic salary [or such other higher amount as determined by the Board], subject to fulfilment of the eligibility criteria and performance targets from time to time. For the financial year ending March 31, 2024, he received a guaranteed minimum bonus of £450,000.
Service contracts, notice period, severance fees	The tenure will be subject to termination by 3 (three) months' prior notice in writing on either side, or all other terms are as per the Company policy.	In case of termination of the employment as the CEO of eClerx Limited (a wholly owned subsidiary of the Company), he shall cease to be the Group CEO & Managing Director with immediate effect, his employment with the Company shall terminate simultaneously and he shall be deemed to have resigned from the position of a Director of the Company.

The other details with respect to remuneration of Mr. PD Mundhra and Mr. Kapil Jain are as under:

Particulars	PD Mundhra	Kapil Jain*
Stock option details, if any	NIL	He is eligible to benefits under the employee stock option plan of the Company for the time being in force in accordance with the schemes and rules of the Company for its staff as applicable from time to time. During FY2024, he was granted 225,000 stock options of the Company pursuant to the employee stock option plan in force.

* Paid by eClerx Limited (UK), wholly owned subsidiary of the company in UK, with necessary arrangements as per applicable laws for transfer pricing purpose.

Details of options held by Non-Executive Independent Directors as on March 31, 2024:

The Company had granted options to its Independent Directors in the past. However, effective from FY2014, the Company stopped granting ESOPs to Independent Directors of the Company in view of the provisions of the Act and Listing Regulations. As on March 31, 2024, there are no outstanding options held by Non-Executive Independent Directors of the Company.

Performance evaluation criteria for Independent Directors

The details of performance evaluation criteria for Independent Directors can be found in the Directors' Report at Page No. 37.

constitution, duties and responsibilities of the Stakeholders' Relationship Committee are in line with the provisions of the Act and Listing Regulations.

The brief terms of reference of the Committee are as under:

- Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;

C. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee looks into matters relating to investors' grievances and the overall services rendered by Registrar and Transfer Agent to the shareholders. The

The detailed role of the Committee is available on the website of the Company at <https://eclerx.com/wp-content/uploads/2024/03/Committee-and-its-member-01042024.pdf>

Name	Meetings held and attended during the year				% of attendance
	May 25, 2023	Aug 9, 2023	Nov 9, 2023	Feb 1, 2024	
Biren Gabhawala* (Chairperson upto March 31, 2024)					100
Anish Ghoshal*					100
PD Mundhra					100
Naresh Chand Gupta[§] (Chairperson w.e.f April 1, 2024)	NA	NA	NA	NA	NA
Bala C Deshpande[#]	NA	NA	NA	NA	NA
Kapil Jain[#]	NA	NA	NA	NA	NA
Srinjay Sengupta[#]	NA	NA	NA	NA	NA

* Ceased to be Members at the close of business hours on March 31, 2024.

[§] Appointed as Member and Chairperson of the Committee w.e.f. April 1, 2024.

[#] Appointed w.e.f. April 1, 2024.

The Company Secretary of the Company acts as the Compliance Officer.

Name, designation and address of Compliance Officer

Pratik Bhanushali

VP-Legal & Company Secretary

Sonawala Building, 1st Floor, 29 Bank Street,
Fort, Mumbai – 400 023, Maharashtra, India.
Ph. Nos.: +91 (22) 6614 8422 Fax No.: +91 (22) 66148655
Email: investor@eClerx.com

Investor Complaints

Status	No. of complaints
As on April 1, 2023	0
Received during the year	29
Resolved during the year	28
As on March 31, 2024	1*

* 1 complaint was pending as on March 31, 2024 which was resolved on April 1, 2024.

D. CORPORATE SOCIAL RESPONSIBILITY AND ENVIRONMENT SOCIAL & GOVERNANCE COMMITTEE

Pursuant to Section 135 of the Act read with Companies (Corporate Social Responsibility) Rules,





















2014, the Board has constituted Corporate Social Responsibility and Environment Social & Governance Committee which recommends the amount of CSR to be spent on the projects as well as monitors the implementation of the same. Corporate Social Responsibility policy of the Company is available on website at <https://eclerx.com/investor-relations/corporate-governance/>.

The brief terms of reference of the Committee are as under:

- To suggest and/or formulate CSR Policy of the Company;
- To recommend the amount of expenditure to be incurred on the CSR activities;
- To ensure that the activities as are included in Corporate Social Responsibility Policy of the Company are undertaken by the Company;
- To ensure that Company spend at least 2% of average net profit of the Company in every financial year;
- To monitor the CSR Policy of the Company from time to time.

The detailed role of the Committee is available on the website of the Company at <https://eclerx.com/wp-content/uploads/2024/03/Committee-and-its-member-01042024.pdf>.

Meeting-wise Corporate Social Responsibility and Environment Social & Governance Committee attendance

Name	Meetings held and attended during the year				% of attendance
	May 25, 2023	Aug 9, 2023	Nov 9, 2023	Feb 1, 2024	
Deepa Kapoor* (Chairperson upto March 31, 2024)					 100
Anish Ghoshal*					 100
Biren Gabhawala*					 100
PD Mundhra[§] (Chairperson w.e.f April 1, 2024)					 100
Kapil Jain[#]	NA	NA	NA	NA	NA
Naresh Chand Gupta[#]	NA	NA	NA	NA	NA
Naval Bir Kumar[#]	NA	NA	NA	NA	NA
Shailesh Kekre[#]	NA	NA	NA	NA	NA

* Ceased to be Members at the close of business hours on March 31, 2024.

[§] Appointed as Chairperson of the Committee w.e.f. April 1, 2024.

[#] Appointed to the Committee w.e.f. April 1, 2024.

A detailed CSR report containing information about the CSR activities undertaken during the year forms part of the Directors' Report.

The Company Secretary of the Company acts as Secretary to the Committee.

E. RISK MANAGEMENT COMMITTEE

The Company has constituted a Risk Management Committee pursuant to Regulation 21(1) of the Listing Regulations, which assists the Board in fulfilling its responsibilities with regard to identification, evaluation and mitigation of risks. It also reviews the risk management policy and the enterprise-wide risk management framework of the Company.

The brief terms of reference of the Committee are as under:

























- To formulate a detailed risk management policy and monitor and oversee the implementation of the policy and the EWRM framework, including evaluating the adequacy of risk management systems.
- To ensure that appropriate methodology, processes, and systems are in place to monitor and evaluate risks associated with the business of the Company;

- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- To keep the Board of Directors informed about the nature and content of its discussion, recommendations and actions to be taken;
- The appointment, removal and terms of remuneration of the Chief Risk Officer shall be subject to review by the Risk Management Committee.

The detailed terms of reference of the Committee is available on the website of the Company at <https://eclerx.com/wp-content/uploads/2024/03/Committee-and-its-member-01042024.pdf>

The details about risk management policy and EWRM framework is available in the Directors' Report at Page No. 41.

Meeting-wise Risk Management Committee attendance

Name	Meetings held and attended during the year			% of attendance
	May 25, 2023	Nov 9, 2023	Mar 13, 2024	
Anish Ghoshal* (Chairperson upto March 31, 2024)				 100
Biren Gabhawala*				 100
Naresh Chand Gupta				 100
PD Mundhra*				 100
Srinivasan Nadadhur				 100
Srinjay Sengupta				 100
Anjan Malik[§] (Chairperson w.e.f April 1, 2024)	NA	NA	NA	NA
Bala C Deshpande[#]	NA	NA	NA	NA
Kapil Jain[#]	NA	NA	NA	NA

* Ceased to be Members at the close of business hours on March 31, 2024.

§ Ceased to be Member of the Committee at the close of business hours on March 31, 2024.

§ Appointed as Member and Chairperson of the Committee w.e.f. April 1, 2024.

Appointed to the Committee w.e.f. April 1, 2024.

The Company Secretary of the Company acts as Secretary to the Committee.

III. SENIOR MANAGEMENT

Senior Management Personnel of the Company is defined in the Nomination and Remuneration policy of the Company. It includes employees who are members of the core management team excluding Board of Directors, comprising all members of management one level below the CEO/MD/WTD/Manager (including CEO/Manager,

in case they are not part of the Board) which would cover employees in the cadre of Managing Principal, the functional heads and shall also include the Company Secretary and Chief Financial Officer.

Below are the details of senior management as on March 31, 2024, including the changes during FY2024.

Sr. No.	Name of employee	Designation	Changes during FY24
1	Amir Bharwani	Principal	-
2	Amit Bakshi	Principal	-
3	Shyam Iyengar	Principal	-
4	Sanjay Kukreja	Principal	-
5	Srinivasan Nadadhur	Chief Financial Officer	-
6	Pratik Bhanushali	VP-Legal & Company Secretary	-

IV. GENERAL BODY MEETINGS

- Annual General Meeting**

The last 3 (Three) Annual General Meetings (AGMs) were held as under:

Year	Date	Time	Venue	Details of Special Resolutions
2022-23	September 14, 2023	12.30 p.m.	Held through Video Conferencing	-
2021-22	September 21, 2022	12.30 p.m.		<ul style="list-style-type: none"> • Appointment of Mr. Naresh Chand Gupta (DIN: 00172311) as a Director in the capacity of Non-Executive Independent Director of the Company • Appointment of Mr. Naval Bir Kumar (DIN: 00580259) as a Director in the capacity of Non-Executive Independent Director of the Company • Approval of payment of remuneration by way of commission to Non-Executive Independent Directors of the Company
2020-21	September 29, 2021	12.30 p.m.		Re-appointment of Mr. Shailesh Kekre (DIN: 07679583) as Non-Executive Independent Director of the Company

- Postal Ballot**

During the year, the Company sought approval of shareholders through Postal Ballot for the resolutions as given in the table below.

Sr.No.	Particulars of resolution	Date of passing the resolution
1	Appointment of Ms. Bala C Deshpande (DIN: 00020130) as a Director in the capacity of Non-Executive Independent Director of the Company with effect from May 25, 2023	August 18, 2023
2	Appointment of Mr. Kapil Jain (DIN: 10170402) as Managing Director and Group CEO of the Company with effect from May 25, 2023	
3	Appointment of Mr. Amit Majmudar (DIN: 00565425) as a Director in the capacity of Non-Executive Independent Director of the Company with effect from April 1, 2024	March 7, 2024

Procedure for Postal Ballot

In compliance with Regulation 44 of the Listing Regulations and Sections 108, 110 and other applicable provisions of the Act, the Company provides electronic voting facility to all its members, to enable them to cast their votes electronically. The Company engages the services of "KFin Technologies Limited" for the purpose of providing e-voting facility to all its members.

The Company dispatches electronically the Postal Ballot notices to the e-mail Ids which are registered in the records of the Depository Participants/ the Company's Registrar and Transfer Agent. The Company also publishes a notice in the newspaper declaring the details of completion of electronic dispatch and other requirements as mandated under the Act and applicable Rules.

Voting rights are reckoned on the paid-up value of the shares registered in the names of the Members as on the cut-off date. Members are requested to cast their vote electronically on or before the close of voting period.

The scrutinizer submits the report to the Chairman after the completion of scrutiny and the results of the voting by Postal Ballot are then announced by the Chairman. The results are also displayed on the website of the Company www.eClerx.com besides being communicated to the Stock Exchanges where the securities of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited.

V. POLICY GOVERNING TRANSACTIONS WITH RELATED PARTIES AND MATERIAL SUBSIDIARIES

The Company has adopted a policy for related party transactions and material subsidiaries and the same has been hosted on the Company's website at the web-link <https://eclerx.com/investor-relations/corporate-governance/>.

All the transactions with the related parties that were entered into during the year, were in the ordinary course of business and at arm's length basis. The requisite prior approval of the Audit Committee was taken before entering into such transactions and there were no 'materially significant transactions' requiring shareholders' approval.

In terms of the Listing Regulations, the material unlisted subsidiary of the Company is eClerx LLC (USA) to which the requirement of appointing an Independent Director of the Company on the board of material unlisted subsidiary also applies. In compliance with the said provision, Ms. Deepa Kapoor, Non-Executive Independent Director of the Company previously appointed on its Board, resigned and consequently Mr. Srinjay Sengupta, Non-Executive Independent Director of the Company was appointed on its Board w.e.f February 13, 2024.

VI. MEANS OF COMMUNICATION

The Company publishes its quarterly, half yearly and annual results in the prescribed form, within the prescribed time. The results are submitted to the Stock Exchanges where the securities of the Company are listed and the same are published in Business Standard and Navshakti. These financial results are also displayed on the Company's website www.eclerx.com. The investor presentations after declaration of quarterly, half yearly and annual results are also submitted to the Stock Exchanges and displayed on the Company's website. The Company's website also displays

the official news releases. The Investor Relations page of the Company's website provides more than 25 Frequently Asked Questions on various topics related to Company business operation and locations, past Dividend/Bonus/Buyback history, transfers and transmissions of shares, dematerialisation etc.

- **Website**

The Company's website www.eclerx.com has a separate dedicated section 'Investors' where latest information required under Regulation 46 and other applicable provisions of the Listing Regulations is available. Other than the quarterly and annual results, comprehensive information about the Company, its business and operations, press releases, shareholding pattern, corporate benefits, contact details, forms etc. are also hosted on the website.

- **SEBI Complaints Redress System (SCORES)**

The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are: centralized database of all complaints, online upload of Action Taken Report (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

- **Updating KYC details**

Members holding shares of the Company in dematerialized form are requested to get in touch with their respective DPs, in case of any changes in registered addresses, email address, mobile numbers, bank account details.

Attention of the Members holding shares of the Company in physical form is invited:

- To go through the said important communication under the web link at <https://eclerx.com/investor-relations/forms-for-physical-shareholders/>.
- To get their equity shares converted into demat/electronic mode as transfer and issuance of equity shares in physical form have been disallowed by SEBI.
- To make/change a nomination in respect of their shares and submit in the prescribed Forms SH-13/SH-14 to the Registrar and Share Transfer Agent.

Shareholders are requested to note that pursuant to SEBI circular dated November 3, 2021 (subsequently

amended by circulars dated December 14, 2021, March 16, 2023, November 17, 2023 and June 10, 2024) the security holders (holding securities in physical form), whose folio(s) were not updated with 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 for any payment including dividend, interest or redemption in respect of such folios, **only through electronic mode with effect from April 1, 2024.**

Shareholders are requested to update the KYC details accordingly by submitting the relevant ISR forms duly filled in along with self-attested supporting proofs. The forms can be downloaded from the website of the company at <https://eclerx.com/investor-relations/forms-for-physical-shareholders/> and RTA's website at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>

The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination as mandated by SEBI.

In terms of Regulation 40(9) of the Listing Regulations, audit of share transfer related activities is done by Company Secretary in practice and compliance certificate is submitted to the Stock Exchanges.

- Investor Services Web-based Query Redressal System**

Members may utilise the facility extended by the Registrar and Transfer Agent for redressal of queries, by visiting <https://karisma.kfintech.com> and clicking on 'INVESTORS GRIEVANCE' option for query registration through free identity registration process. Investors can submit their query in the option provided on the above website, which would generate a registration number. For accessing the status/response to the query submitted, the grievance registration number can be used at the option 'Track Complaints' on right hand corner under 'INVESTORS GRIEVANCE'

option after 24 hours. Investors can continue to put an additional query, if any, relating to the grievance till they get a satisfactory reply.

Investors can provide their feedback on the services provided by the Company and its Registrar and Transfer Agent by filling the Shareholder Satisfaction Survey, which is available on last page of this Annual Report.

- KPRISM- Mobile service application by the Registrar and Transfer Agent (RTA)**

Members are requested to note that KFin Technologies Limited has launched a mobile application - 'KPRISM' and a website <https://kprism.kfintech.com> for online service to shareholders. Members can download the mobile application, register themselves (one time) for availing host of services viz., view of consolidated portfolio serviced by RTA, Dividend status, requests for change of address, change/update Bank Mandate. Through the Mobile app, members can download Annual Reports, standard forms and keep track of upcoming General Meetings and dividend disbursements. The mobile application can be available for download from Android Play Store.

VII. MANAGEMENT DISCUSSION AND ANALYSIS

The detailed Management Discussion and Analysis Report for the FY2024, as per the requirements of the Listing Regulations, is given as a separate section forming part of the Annual Report.

VIII. GENERAL SHAREHOLDERS' INFORMATION

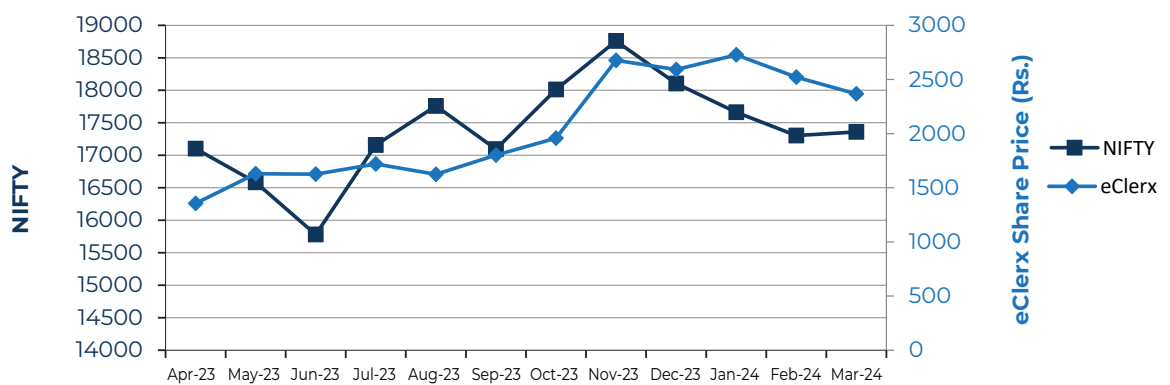
This section, *inter-alia*, provides information to the shareholders pertaining to the Company, its shareholding pattern, share price movements and other information as required under the Listing Regulations.

Date of AGM	Thursday, September 19, 2024	
Time of AGM	12.30 p.m.	
Venue of AGM	AGM is being conducted through VC/OAVM pursuant to the MCA Circular No. 09/2023 dated September 25, 2023, and as such there is no requirement to have a venue for the AGM. However, the deemed venue for the AGM shall be 4 th Floor, Express Towers, Nariman Point, Mumbai-400 021.	
Financial Year	April to March	
Financial Calendar (2024-25) (Tentative)	Declaration of Results for the Quarter Ending on	Tentative Board Meeting Schedule
	June 30, 2024	First fortnight of August 2024
	September 30, 2024	First fortnight of November 2024
	December 31, 2024	Last fortnight of January 2025
	March 31, 2025	Last fortnight of May 2025
	25 th Annual General Meeting	First fortnight of September 2025
Date of book closure	Saturday, September 7, 2024 to Thursday, September 19, 2024 (both days inclusive)	

Dividend payment date	On or after Thursday, September 19, 2024 but within the statutory time limit of 30 days, subject to shareholders' approval.
Shares held in physical form	<p>Members holding shares in the physical form are requested to promptly notify/send the following details to the Registrar and Transfer Agent of the Company, to facilitate better servicing:</p> <ul style="list-style-type: none"> • Email addresses or any change thereof; • Any change in their address/mandate/bank details; • Particulars of the bank account in which they wish their dividend to be credited, in case have not been furnished earlier; • Members are informed that respective bank details and address as furnished by them or by NSDL/CDSL to the Company, for shares held in the physical form and in the dematerialized form respectively, will be printed on their dividend instruments as a measure of protection against fraudulent encashment; • The request for transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository. Accordingly, shareholders are requested to take note of the same and get such equity shares dematerialized at the earliest.
Shares held in electronic form	<p>Members holding shares in electronic form may please note that:</p> <ul style="list-style-type: none"> • Instructions regarding bank details which they wish to incorporate in future dividend warrants/Demand Drafts must be submitted to their Depository Participants (DP). As per the regulations of NSDL and CDSL, the Company is obliged to print bank details on the dividend warrants/Demand Drafts, as furnished by these depositories to the Company. • For receiving Company correspondences in electronic form, the Members should register their email addresses with their respective DPs. • Instructions already given by them for shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form. • Instructions regarding change of address, nomination and power of attorney should be given directly to the DPs.
Listing on stock exchanges	The Equity shares of the Company got listed on December, 31 2007. The shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited.
Address of stock exchanges	<p>BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 023.</p> <p>National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai-400 051.</p>
Listing fees	The Company has paid the Annual Listing fees to the BSE and NSE for FY2024
ISIN number	INE738I01010
BSE code	532927
NSE symbol	ECLERX
Registered office	Sonawala Building, 1 st Floor, 29 Bank Street, Fort, Mumbai – 400 023.
Corporate office & Delivery Facilities in India	<p>4th Floor, Express Towers, Nariman Point Mumbai – 400 021</p> <p>Building No. 11, 2nd, 3rd, 4th, 5th & 6th Floor Building No. 11, K Raheja Mindspace, Plot No. 3, TTC Industrial Area, Thane Belapur Road, Airoli, Navi Mumbai – 400 708</p> <p>Block 1, LG, 1st, 2nd, 3rd Floor, Wing A & 4th floor, Wing A & B, Quadron Business Park, Embassy Quadron Rajiv Gandhi Infotech Park Hinjewadi Phase 2, Pune – 411 057</p> <p>1st, 2nd & 3rd Floor, Towers A & B, DLF Info City Developer, Rajiv Gandhi Chandigarh Technology Park, Kishangarh, Chandigarh – 160 101</p> <p>Unit 501 a, b, c & Unit 711 a, b, c.; 5th & 7th Floor, Tower A, Bestech Business Tower, Sector 66, Mohali, SAS Nagar, Punjab – 160 062</p> <p>8th Floor, Tower B&C, Building No. 6, DLF Cyber City, DLF Phase 3, Gurugram, Haryana 122002</p> <p>Module 309, 3rd Floor, Tidel Park Coimbatore Ltd, ELC05EZ, Villankurichi Village, Civil Aerodrome Post, Peelamedu, Coimbatore, Tamil Nadu 641014</p>

Market Price Data	Month	BSE		NSE	
		High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
	Apr-23	1,371.85	1,272.00	1,374.00	1,272.00
	May-23	1,676.65	1,310.70	1,677.00	1,311.50
	Jun-23	1,818.00	1,587.10	1,819.95	1,585.90
	Jul-23	1,850.35	1,598.00	1,852.40	1,597.95
	Aug-23	1,793.40	1,594.95	1,779.90	1,582.00
	Sep-23	1,925.00	1,608.00	1,924.00	1,607.00
	Oct-23	2,248.40	1,776.05	2,250.00	1,798.25
	Nov-23	2,755.00	1,928.35	2,760.00	1,926.00
	Dec-23	2,750.00	2,455.35	2,756.00	2,457.00
	Jan-24	2,825.00	2,484.35	2,828.00	2,484.05
	Feb-24	2,800.00	2,201.05	2,805.00	2,278.05
	Mar-24	2,590.95	2,275.00	2,569.00	2,272.20

Performance comparison of eClerx Services Limited's closing share prices at the end of each month NSE NIFTY



Registrar and Transfer agent

KFin Technologies Ltd.

Selenium Building, Tower-B, Plot No 31 & 32,
Financial District, Nanakramguda, Serilingampally, Hyderabad,
Rangareddi, Telangana India - 500 032.
Toll free No. – 1800 309 4001
Email: balajireddy.s@kfintech.com/ einward.ris@kfintech.com

Share transfer system

About 99.99% of the equity shares of the Company are in dematerialized form. Transfer of these shares is effected through Depositories without involvement of the Company. As regards transfer of shares in physical form, the same has been disallowed by SEBI with effect from April 1, 2019. The physical shares will have to be converted into demat form compulsory for transfer. Only the request for transmission and transposition of shares in physical form will be accepted by the Company/Registrar and Transfer Agent.

As per SEBI norms, all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. Further, vide circular dated January 24, 2022, SEBI has notified that all the service request viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition too will be processed in a demat mode only. Accordingly, shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website under the link at <https://eclerx.com/investor-relations/forms-for-physical-shareholders/>

Accordingly, shareholders holding shares in physical form are urged to have their shares dematerialized at the earliest so that they can transfer them in dematerialized form and participate in various corporate actions.

The Company has obtained Certificate from Practising Company Secretary for compliance under Regulation 40(9) of the Listing Regulations. and also carried out quarterly reconciliation of share capital.

Dematerialisation of shares	All requests for dematerialisation of shares are processed and confirmed to the depositories, viz, NSDL and CDSL, by the Company's Registrar and Transfer Agent within a period of 21 days (subject to the documents being valid and complete in all respects). The particulars of the dematerialisation are reported to the Board/Stakeholders' Relationship Committee for its noting.
Liquidity of shares	The market lot of the share of your Company is one share, as the trading in the Equity Shares of your Company is permitted only in dematerialized form. Non-Promoters' holding is about 46.39%.
Shares in dematerialized mode	The shares of the Company are compulsorily traded in dematerialized form. The shares of the Company are admitted for trading under both depository systems in India: NSDL and CDSL. A total number of 4,90,25,168 Equity shares of the Company constituting over 99.99% of the Company's equity shares were in dematerialized mode as on March 31, 2024. A total of 191 Equity Shares are in physical mode as on March 31, 2024.
Outstanding GDRs / ADRs/warrants or any convertible instruments, conversion and likely impact on equity	The Company has not issued any of these instruments.
Commodity price risk or foreign exchange risk and hedging activities	The Company does not have any commodity price risk. Please refer Note No. 33 to Standalone Financial Statements for foreign exchange risk and hedging activities.
Plant locations	Not Applicable.
Address for correspondence	eClerx Services Limited, 4 th Floor, Express Towers, Nariman Point Mumbai – 400 021
List of all credit ratings obtained by the entity	Not Applicable

Transfer of Unclaimed Dividend and Equity shares to Investor Education and Protection Fund

Pursuant to the Section 124, 125 and other applicable provisions of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules"), all money transferred to the Unpaid Dividend Account of the Company which remains unpaid or unclaimed for a period of 7 (Seven) years from the date of transfer to such Unpaid Dividend Account, shall be transferred by the Company to the Investor Education and Protection Fund ("IEPF") established by the Central Government.

Details of Unclaimed dividend

Year	Nature of Dividend	Dividend Per Share (in Rupees)	Date of Declaration	Due Date for Transfer	Amount in Rupees as on March 31, 2024
2016-17	Final	1.00	August 22, 2017	October 22, 2024	15,434
2017-18			August 29, 2018	October 28, 2025	14,980
2018-19			August 29, 2019	October 26, 2026	13,960
2019-20			September 29, 2020	November 29, 2027	26,614
2020-21			September 29, 2021	December 2, 2028	13,669.03
2021-22			September 21, 2022	November 25, 2029	12,042.06
2022-23			September 14, 2023	October 13, 2030	3,808.32

Shares arising out of bonus allotment issued by the Company in FY2023 were consolidated and sold off in the open market and the net proceeds were distributed to the eligible shareholders in proportion to their respective fractional entitlement. The details of the unclaimed balance in the same as on March 31, 2024 was as under:

Year	Nature	Due Date for Transfer	Amount in Rupees as on March 31, 2024
2022-23	Fractional Entitlement arising out of bonus shares	December 23, 2029	1,14,319.06

The details of the shareholders whose unpaid/unclaimed dividend and/or Bonus fractional entitlement will be transferred to IEPF as per the due dates mentioned above is available on the website of the Company at <https://eclerx.com/investor-relations/stock-infomations-corporate-actions/unclaimed-amount/>.

Transfer of Unclaimed Dividend to Investor Education and Protection Fund during FY2024

Year	Nature of Dividend	Dividend Per Share (Rupees)	Amount (Rupees)	Date of transfer to IEPF
2015-16	Final Dividend	1.00	15,025	August 18, 2023

Amounts transferred to Investor Education and Protection Fund till date

Particulars	Amount (Rupees)
Final Dividend 2015-16	15,025.00
Final Dividend 2014-15	1,94,110.00
Final Dividend 2013-14	2,97,220.00
Final Dividend 2012-13	1,86,500.00
Final Dividend 2011-12	167,353.00
Final Dividend 2010-11	260,122.00
Final Dividend 2009-10	175,590.00
Interim Dividend 2009-10	203,470.00
Final Dividend 2008-09	149,678.00
Interim Dividend 2008-09	87,484.00
Final Dividend 2007-08	73,386.00
Unclaimed IPO Refund	239,400.00

Details of Unclaimed shares as provided by Registrar and Transfer Agent viz. KFin Technologies Limited pursuant to Regulation 39 read with Part F of Schedule V of Listing Regulations.

Sr. No.	Description	No. of Shareholders	No. of Shares
1	Aggregate number of shareholders and the outstanding shares lying unclaimed as on April 1, 2023	10	587
2	Number of shareholders who approached the Company to claim aforesaid unclaimed shares and to whom the shares were transferred	NIL	NIL
3	Number of shares transferred to IEPF	NIL	NIL
4	Aggregate Number of shareholders and the outstanding shares lying unclaimed as on March 31, 2024	10	587

The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

Transfer of Shares to IEPF

In terms of Section 124 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Second Amendment Rules, 2017, shares of Members who have not claimed the dividends for the continuous 7 (Seven) years considering the due date of August 13, 2023 have been transferred to IEPF Authority. The details of transferred shares is available on <https://eclerx.com/investor-relations/stock-infomations-corporate-actions/unclaimed-shares/>

Claiming of unclaimed amounts before transfer to IEPF

Shareholders are advised to make their claim for the

unclaimed dividends and/or bonus fractional proceeds, by writing to our Registrar and Share Transfer Agents, KFin Technologies Limited, Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana India - 500 032.

Claiming of Shares/Dividends after transfer to IEPF

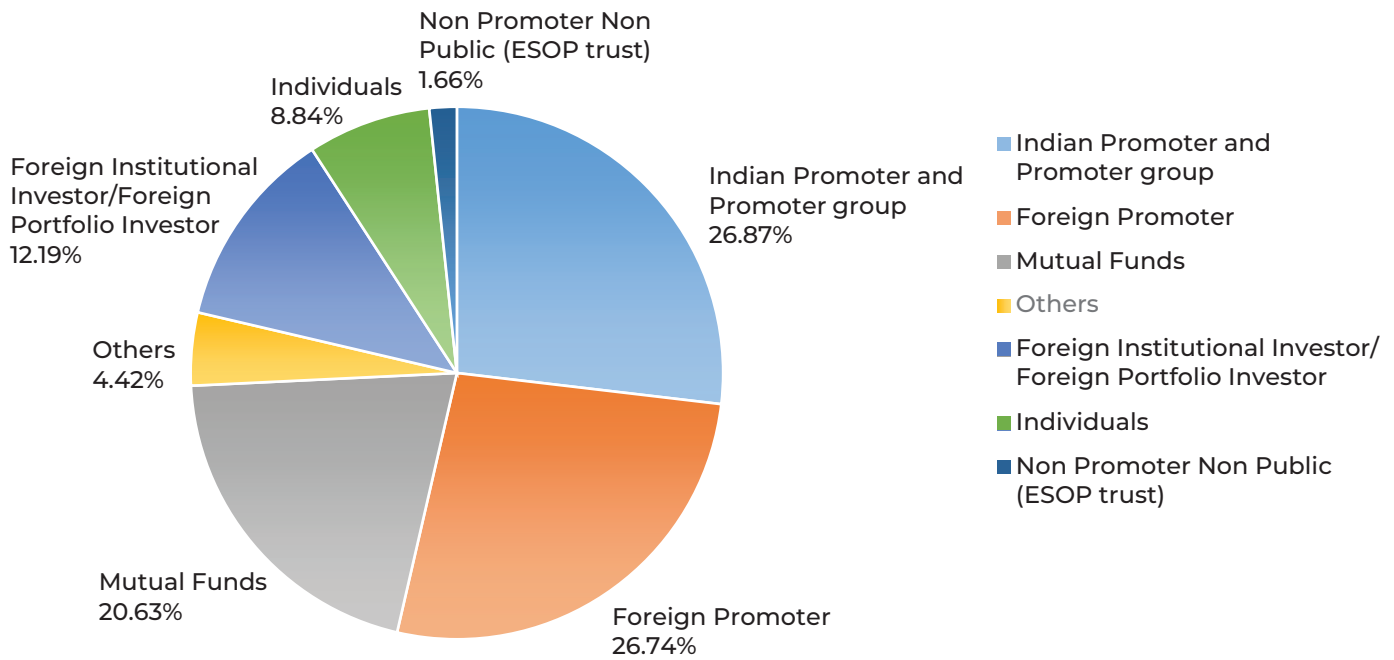
In case you wish to claim the shares/dividend after its transfer to IEPF, a separate application has to be made to the IEPF Authority in Form IEPF-5, as prescribed under the IEPF Rules and the same is available on IEPF website i.e., www.iepf.gov.in.

Distribution of Shareholding as at March 31, 2024

Category	Number of shareholders	% of total shareholders	No. of shares held	% of total shareholding
1 - 5,000	48,924	99.53	35,35,280	7.21
5,001 - 10,000	93	0.19	6,54,227	1.33
10,001 - 20,000	53	0.11	7,62,175	1.55
20,001 - 30,000	20	0.04	4,97,908	1.02
30,001 - 40,000	12	0.02	4,15,834	0.85
40,001 - 50,000	7	0.01	3,09,349	0.63
50,001 - 1,00,000	14	0.03	9,96,652	2.03
1,00,001 and above	34	0.07	4,18,53,934	85.37
Total	49,157	100.00	4,90,25,359	100.00

Shareholding pattern as on March 31, 2024

Category of Shareholder	As on March 31, 2024	
	No. of Shareholders	Total No. of Shares
(A) Shareholding of Promoter and Promoter Group		
(1) Individuals/Hindu Undivided Family	4	1,31,72,039
Sub-Total (A)(1)	4	1,31,72,039
(2) Individuals (Non-Resident Individuals/Foreign Individuals)	1	1,31,10,122
Sub-Total (A)(2)	1	1,31,10,122
Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	5	2,62,82,161
(B) Public Shareholding		
(1) Institutions		
Mutual Funds/ UTI	16	1,01,12,475
Financial Institutions/Banks	2	53
Alternate Investment Funds	10	8,22,637
Insurance Companies	5	2,15,523
NBFCs registered with RBI	2	751
Foreign Portfolio Investors	158	59,74,870
Shareholding by Central/State Government	2	8,608
Sub-Total (B)(1)	195	1,71,34,917
(2) Non-institutions		
Bodies Corporate	680	5,23,384
Key Managerial Personnel	2	19,630
Individuals		
i. Individual shareholders holding nominal share capital up to Rs. 2 lakh.	44,966	32,79,744
ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	8	3,73,676
Any Others		
- Non Resident Indians	1,900	3,72,716
- Foreign Nationals	7	73,388
- Clearing Members	2	136
- Trusts	7	13,610
- IEPF	1	3,185
- HUF	1,383	1,34,694
Sub-Total (B)(2)	48,956	47,94,163
Total Public Shareholding (B)= (B)(1)+(B)(2)	49,151	2,19,29,080
TOTAL (A)+(B)	49,156	4,82,11,241
(C) Shares held by Custodians and against which Depository Receipts have been issued	1	8,14,118
GRAND TOTAL (A)+(B)+(C)	49,157	4,90,25,359



Shareholder Inquiries

Questions concerning folio, share certificates, dividend, address changes, consolidation of certificates and related matters should be addressed to the Company at its Registered office or its Registrar and Transfer Agent at the below mentioned addresses:

Registered Office	Registrar and Transfer Agent
eClerx Services Limited Sonawala Building, 1 st Floor 29 Bank Street, Fort, Mumbai, 400 023 Ph. No.: 022-66148301 Email ID: investor@eClerx.com	KFin Technologies Limited Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana India - 500 032. Toll free No.: 1- 800-309-4001 Email IDs: balajireddy.s@kfintech.com / einward.ris@kfintech.com

IX. OTHER DISCLOSURES

- In respect of related party transactions, the Company does not have any transactions which may have a potential conflict with the interest of the Company at large. The details of transactions with related parties have been given in the notes to Financial Statements forming part of the Annual Report.
 - There were no instances of non-compliance and no penalties/strictures were imposed on the Company by the Stock Exchanges or SEBI or any statutory authority in any matters related to the capital markets during the last 3 (Three) years.
 - Pursuant to the Listing Regulations and the Act, the Company has in place an adequate and functional vigil mechanism i.e. Whistle Blower Policy for Directors, employees and others to report genuine concerns. Further, no one has been denied access to the Audit Committee. The Policy is available on the website of the Company at the web-link <https://eclerx.com/investor-relations/corporate-governance/>.
 - Your Company has complied with all the mandatory requirements of the Listing Regulations, as applicable. Additionally, the Company also sends half-yearly communication to shareholders who have not claimed their unclaimed dividend amounts during previous 7 (Seven) financial years requesting to claim the same and quarterly results to shareholders whose email addresses are registered in the records.
- During the financial year, requisite information as mentioned in Part A of Schedule II of Listing Regulations was placed before the Board for its consideration.

- e. The Company does not have any commodity price risk. Please refer Note No. 33 to Standalone Financial Statements for foreign exchange risk and hedging activities.
- f. The Company has not raised any funds through preferential allotment or qualified institutions placement.
- g. The Company has obtained a certificate from M/s. Savita Jyoti Associates, Practising Company Secretaries (FCS No. 3738), dated May 22, 2024 confirming that none of the Directors on the Board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority, which is annexed and forms part of the Report on Corporate Governance.
- h. In terms of the amendments made to the SEBI Listing Regulations, the Board of Directors confirm that during the year, it has accepted all recommendations received from its mandatory committees.
- i. During the year, total fees for all services paid by the Company and its subsidiaries, on consolidated basis, to M/s. S.R. Batliboi & Associates LLP, Mumbai (ICAI FRN: 101049W/E300004), the Statutory Auditors of the Company, including all entities in the network firms/network entities of which the Statutory Auditor is a part, as included in the Consolidated Financial Statements of the Group is as follows:

(Rupees in Million)

Fees for audit and related services	19.30
Other fees for non-audit related services	5.47
Total fees	24.77

- j. **Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 (POSH ACT)**

The Company is an equal employment opportunity provider and is committed to creating a healthy working environment that enables employees to work without fear of prejudice, gender bias and sexual harassment. The Company also believes that all employees of the Company have the right to be treated with dignity.

The details of the complaints filed, disposed off and pending during the financial year under POSH Act, related to sexual harassment

has been disclosed in the Directors' Report forming part of this Annual Report.

- k. During FY2024, there are no loans or advances provided by the Company and its subsidiaries to firms/companies in which directors are interested. However, the Company disbursed loan amounting to Rs. 300 Million to eClerx Employee Welfare Trust for purchasing shares of the Company for beneficiaries under the current Employee Stock Option Scheme pursuant to special resolution passed earlier in this behalf.

- l. **Details of material subsidiaries of the listed entity.**

Sr. No.	Name of material subsidiary	Date and place of incorporation	Name and date of appointment of the statutory auditors
1	eClerx LLC (USA)	Incorporated on March 6, 2022 at USA.	N.A.

- m. The Board periodically reviews compliance reports of all laws applicable to the Company, prepared by the Company.
- n. M/s. Mahajan and Aibara, Chartered Accountants (Firm Membership No. 105742W), Internal Auditors of the Company, make periodic presentations to the Audit Committee on their reports.
- o. The Audit Committee reviews the financial statements and the investments made by its unlisted subsidiary companies. The minutes of the Board Meetings along with a report on significant developments of the unlisted subsidiary companies, as required, are periodically placed before the Board of Directors of the Company.
- p. The relevant Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) and notified by the Central Government have been complied with by the Company.

X. COMPANY COMPLIES WITH BELOW DISCRETIONARY REQUIREMENT UNDER PART E OF SCHEDULE II OF LISTING REGULATIONS

- Separate posts of Chairperson and the Managing Director or the Chief Executive Officer – Your Company has separate persons at the post of the Chairperson and the Whole-Time Director and that the Chairperson is a

Non-Executive Independent director; and not related to the Whole-Time Director.

XII. COMPLIANCE CERTIFICATE OF THE AUDITORS

XI. COMPLIANCE WITH CORPORATE GOVERNANCE AS PER LISTING REGULATIONS

The Company is in compliance with the corporate governance requirements under Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46.

The certificate from the Statutory Auditors of the Company, M/s. S.R. Batliboi & Associates LLP, Mumbai (ICAI FRN: 101049W/E300004) as stipulated under Part E of Schedule V of Listing Regulations confirming compliance with the conditions of Corporate Governance, is annexed and forms part of the Report on Corporate Governance.

CODE OF CONDUCT DECLARATION

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

To
**The Members of
eClerx Services Limited**

Pursuant to Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby declare that the Company has obtained affirmative compliance with the Code of Conduct from all the Board members and senior management personnel of the Company, for the year ended on March 31, 2024.

For eClerx Services Limited

**Kapil Jain
Managing Director & Group CEO**

Date: May 16, 2024

CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION, ISSUED PURSUANT TO THE PROVISIONS OF REGULATION 17(8) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

**The Board of Directors
eClerx Services Limited**

Dear Sirs/Madam,

We hereby certify that:

- a. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2024 and that to the best of our knowledge and belief:
 - i. Financial statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. Financial statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violate the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit committee
 - I. that there were no significant changes, in internal control over financial reporting during the year;
 - II. that there were no significant changes, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - III. that there were no instances of any fraud, of which we have become aware and the involvement therein, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Mumbai
May 16, 2024

**Kapil Jain
Managing Director & Group CEO**

**Srinivasan Nadadthur
Chief Financial Officer**

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**(PURSUANT TO REGULATION 34(3) AND SCHEDULE V PARA C CLAUSE (10)(i) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)**

To
The Members
eClerx Services Limited

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of eClerx Services Limited bearing CIN: L72200MH2000PLC125319 and having its registered office at Sonawala Building, 1st Floor, 29 Bank Street, Fort, Mumbai-400023 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications [including Directors Identification Number ('DIN') status at the portal www.mca.gov.in as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN
1.	Mr. Anish Ghoshal**	00276807
2.	Mr. Biren Gabhawala**	03091772
3.	Ms. Deepa Kapoor**	06828033
4.	Mr. Shailesh Sharad Kekre	07679583
5.	Mr. Naresh Chand Gupta	00172311
6.	Mr. Priyadarshan Mundhra	00281165
7.	Mr. Navalbir Kumar	00580259
8.	Mr. Anjan Malik	01698542
9.	Mr. Srinjay Sengupta	02692531
10.	Ms. Bala C Deshpande*	00020130
11.	Mr. Kapil Jain*	10170402

* Appointed w.e.f., May 25, 2023

** Completion of tenure with effect from close of business hours on March 31, 2024

Ensuring the eligibility of the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

for Savita Jyoti Associates
Company Secretaries

Place: Hyderabad
Date: May 22, 2024

CS Savita Jyoti
FCS No.3738, CP No.:1796
UDIN: F003738F000424807

INDEPENDENT AUDITOR'S REPORT ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE AS PER PROVISIONS OF CHAPTER IV OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED

The Members of eClerx Services Limited

1st Floor, Sonawala Building
29 Bank Street, Fort
Mumbai – 400 023

1. The Corporate Governance Report (the "Report") prepared by eClerx Services Limited (hereinafter the "Company"), contains details as specified in regulations 17 to 27, clauses (b) to (i) and (t) of sub – regulation (2) of regulation 46 and para C, D, and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ("Applicable criteria") for the year ended March 31, 2024 as required by the Company for annual submission to the stock exchange.

Management's Responsibility

2. The preparation of the Report is the responsibility of the management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to provide a reasonable assurance in the form of an opinion whether, the Company has complied with conditions of Corporate Governance as specified in the Listing Regulations.
5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Report with the applicable criteria. Summary of key procedures performed include:
 - i. Read and understood the information prepared by the Company and included in its Corporate Governance Report;
 - ii. Obtained and verified that the composition of the Board of Directors with respect to executive and non-executive directors has been met throughout the reporting period;
 - iii. Obtained and read the Register of Directors as on March 31, 2024 and verified that at least one woman director was on the Board of Directors throughout the year;
 - iv. Obtained and read the minutes of the following committee meetings/other meetings held from April 01, 2023 to March 31, 2024:
 - a. Board of Directors;
 - b. Audit Committee;
 - c. Annual General Meeting (AGM) / Extra Ordinary General Meeting (EGM);
 - d. Nomination and Remuneration Committee;
 - e. Corporate Social Responsibility and Environment Social & Governance Committee;
 - f. Stakeholders Relationship Committee;
 - g. Risk Management Committee
 - v. Obtained necessary declarations from directors of the Company.
 - vi. Obtained and read the policy adopted by the Company for related party transactions.
 - vii. Obtained the schedule of related party transactions during the year and balances at the year- end. Obtained and read the minutes of the audit committee meeting where in such related party transactions have been pre-approved by the audit committee.
 - viii. Performed necessary inquiries with the management and also obtained necessary specific representations from management.
8. The above-mentioned procedures include examining evidence supporting the particulars in the Report on a test basis. Further, our scope of work under this Report did not involve us performing audit

tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

Opinion

9. Based on the procedures performed by us as referred in paragraph 7 above, and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations, as applicable for the year ended March 31, 2024, referred to in paragraph 4 above.

Other matters and Restriction on Use

10. This Report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
11. This Report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance

with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this Report for events and circumstances occurring after the date of this Report.

For S.R. Batliboi & Associates LLP

Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Vineet Kedia

Partner
Membership Number: 212230
UDIN: 24212230BKCYWL2983

Place: Mumbai
Date: August 13, 2024

INDEPENDENT AUDITOR'S REPORT

To the Members of eClerx Services Limited

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of eClerx Services Limited (the "Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss, including the Statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone Ind AS financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013, as amended (the "Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code

of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the 'Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements' section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone Ind AS financial statements.

Key audit matters	How our audit addressed the key audit matter
<p>Revenue recognition</p> <p>The Company enters into long term and short-term customer contracts. Revenue from these contracts is recognized in accordance with the requirements of Ind AS 115, Revenue from Contracts with Customers (as described in note 2.2(c) and note 19 of the Standalone Ind AS financial statements). Revenue from sale of services for the year ended March 31, 2024 amounted to Rs 20,948.30 million and unbilled receivables as at March 31, 2024 amounted to Rs 1,895.66 million.</p> <p>Considering amount and volume of transactions, there is a risk that unbilled revenue at period end date, did not occur or is not as per terms agreed with customers.</p>	<ul style="list-style-type: none"> • Our audit procedures included assessing the Company's revenue recognition accounting policies in accordance with Ind AS 115, Revenue from Contracts with Customers. • We obtained an understanding of management's internal controls over the revenue process and evaluated whether these were designed in line with the Company's accounting policies. We tested relevant internal controls, including IT controls, over revenue process. • We tested sample of new revenue contracts entered by the Company, to assess whether revenue has been recognized as per contractual terms and as per Company's accounting policies. • We selected sample of revenue transactions with unbilled revenue at the year-end and traced these to underlying terms agreed with customers, proof of service delivery and internal control approvals. Also, we checked ageing of unbilled receivables and tested, on a sample basis, invoices raised subsequent to year end.

We have determined that there are no other key audit matters to communicate in our report.

Information Other than the Standalone Ind AS Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone Ind AS financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and determine the actions under the applicable laws and regulations.

Responsibilities of Management for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements for the financial year ended March 31, 2024 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 (the "Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph (i)(vi) below on reporting under Rule 11(g).
 - (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - (e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph b above on reporting under Section 143(3)(b) and paragraph (i)(vi) below on reporting under Rule 11(g).;
 - (g) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these standalone Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
 - (h) In our opinion, the managerial remuneration for the year ended March 31, 2024 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
 - (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in

- its standalone Ind AS financial statements – Refer Note 30(c) to the standalone Ind AS financial statements;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company;
 - iv.
 - a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
 - v. The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act

to the extent it applies to payment of dividend.

As stated in note 13 to the standalone financial statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

- vi. Based on our examination which included test checks, the Company has used accounting softwares for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that, audit trail feature is not enabled for direct changes to data when using certain access rights in respect of softwares as described in note 38 to the financial statements. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with in respect of accounting softwares where audit trail has been enabled.

Also, in the absence of Service Organisation Controls report which cover reporting on audit trail feature as stated in note 38, we are unable to comment on whether audit trail feature of the said software was enabled and operated throughout the year for all relevant transactions recorded in the software or whether there were any instances of the audit trail feature being tampered with.

For S.R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per Vineet Kedia

Partner

Membership Number: 212230

UDIN: 24212230BKCYVS5044

Place of Signature: Mumbai

Date: May 16, 2024

ANNEXURE 1

referred to in paragraph [1] under Report on Other Legal and Regulatory Requirements of our report of even date

Re: eClerx Services Limited. (the “Company”)

In terms of the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangibles assets.
- (b) All property, plant and equipment have not been physically verified by the management during the year but there is regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were identified on such verification.
- (c) There is no immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), held by the Company and accordingly, the requirement to report on clause 3(i)(c) of the Order is not applicable to the Company.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2024.
- (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder;
- (ii) (a) The Company's business does not require maintenance of inventories and, accordingly, the requirement to report on clause 3(ii)(a) of the Order is not applicable to the Company.
- (b) The Company has been sanctioned working capital limits in excess of Rs. five crores in aggregate from banks or financial institutions during the year on the basis of security of current assets of the Company. We are informed by the management that the company was not required to file quarterly returns/statements with such banks or financial institutions.
- (iii) (a) During the year, the Company has not provided loans to companies, firms and Limited Liability Partnerships and has provided loan to other party as follows:

Particulars	Loans
Aggregate amount granted/ provided during the year	200,000,000
Balance outstanding as at balance sheet date in respect of above cases	*1,521,700,746

*The Company as per its accounting policy consolidates eClerx Employee Welfare Trust in standalone financial statements. Consequently, in standalone financial statements, the loan given to eClerx Employee Welfare Trust is eliminated and not presented.

During the year, the Company has not provided advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties.

- (b) During the year, the Company has not provided guarantees, provided security and granted advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Further, according to the information and explanations given to us, during the year, the Company has granted loan to other party and made investment in other party which are not prejudicial to the Company's interest.
- (c) The Company has not granted loans and advances in the nature of loans to companies, firms and Limited Liability Partnerships. In respect of a loan granted to other party i.e. eClerx Employee Welfare Trust, the schedule of repayment of principal and payment of interest has been stipulated in the agreement. However, repayment of principal is not due and interest has been discontinued with effect from October 1, 2019.
- (d) There are no amounts of loans and advances in the nature of loans granted to companies, firms, limited liability partnerships or any other parties which are overdue for more than ninety days.
- (e) There were no loans or advance in the nature of loan granted to companies, firms, Limited Liability Partnerships or any other parties which had fallen due during the year.
- (f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or

- period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, provisions of section 186 of the Companies Act, 2013 (the "Act") in respect of loans given and investments made have been complied by the Company. Further, according to the information and explanations given to us, there are no guarantees and securities granted in respect of which provisions of section 185 and 186 of the Act are applicable nor any loan advanced to directors including the entities in which they are interested to which the provisions of section 185 apply, and hence not commented upon.
- (v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- (vi) The Company is not in the business of sale of any goods or provision of such services as prescribed. Accordingly, the requirement to report on clause 3(vi) of the Order is not applicable to the Company.
- (vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, duty of customs, cess and other statutory dues applicable to it. The provision relating to duty of excise, sales-tax, service tax and value added tax are not applicable to the Company for the year ended March 31, 2024. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payables.
- (b) The dues of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess, and other statutory dues have not been deposited on account of any dispute, are as follows:

Name of the statute	Nature of the dues	Amount (in Rs.)	Period to which the amount relates	Forum where dispute is pending
The Income Tax Act, 1961	Income Tax demand	1,576,730	Assessment Year 2010-11 [^]	Income Tax Appellate Tribunal
The Income Tax Act, 1961	Income Tax demand	7,264,170	Assessment Year 2011-12 [^]	Income Tax Appellate Tribunal
The Income Tax Act, 1961	Income Tax demand	21,909,129	Assessment Year 2012-13 [^]	Commissioner of Income Tax (Appeal)
The Income Tax Act, 1961	Income Tax demand	16,328,990	Assessment Year 2013-14 [^]	Commissioner of Income Tax (Appeal)
The Income Tax Act, 1961	Income Tax demand	37,507,910	Assessment Year 2014-15 [^]	Income Tax Appellate Tribunal
The Income Tax Act, 1961	Income Tax demand	71,514,010	Assessment Year 2014-15 [^]	Commissioner of Income Tax
The Income Tax Act, 1961	Income Tax demand	31,824,234	Assessment Year 2015-16 [^]	Commissioner of Income tax (Appeal)
The Income Tax Act, 1961	Income Tax demand	87,170,920	Assessment Year 2014-15 [^]	Commissioner of Income tax (Appeal)
The Income Tax Act, 1961	Penalty on Income Tax	63,42,613	Assessment Year 2014-15 [^]	Commissioner of Income Tax (Appeal)
The Income Tax Act, 1961	Income Tax demand	2,121,179	Assessment Year 2015-16 [^]	Commissioner of Income Tax (Appeal)
The Income Tax Act, 1961	Income Tax demand	92,55,900	Assessment Year 2016-17 [^]	Commissioner of Income tax (Appeal)
The Income Tax Act, 1961	Income Tax demand	32,758,448	Assessment Year 2017-18 [^]	Deputy Commissioner of Income Tax
The Income Tax Act, 1961	Income Tax demand	60,59,400	Assessment Year 2019-20 [^]	Commissioner of Income tax (Appeal)
The Income Tax Act, 1961	Penalty on Income Tax	39,92,862	Assessment Year 2019-20 [^]	Commissioner of Income tax (Appeal)
The Income Tax Act, 1961	Income Tax demand	1,44,76,443	Assessment Year 2020-21 [^]	Commissioner of Income tax (Appeal)
The Income Tax Act, 1961	Income Tax demand	22,57,600	Assessment Year 2021-22 [^]	Commissioner of Income tax (Appeal)
The Income Tax Act, 1961	Income Tax demand	70,16,159	Assessment Year 2022-23 [^]	Commissioner of Income tax (Appeal)
Goods and Service Tax Act, 2017	GST Demand*	72,96,842	Financial Year 2017-18 ^{^^}	Commissioner Appeal
	Penalty on GST	50,000		
Service Tax	Service Tax*	6,189,634	April 2007 - March 2012 ^{^^}	Custom, Central Excise and Service Tax Appellate Tribunal ("CESTAT")
	Penalty on service tax	5,834,013		

* In addition, interest is payable under the relevant provisions and rules.

[^] The Company has paid Rs. 35,957,709 under protest and adjusted refund of Rs. 70,429,554.

^{^^} The Company has paid Rs. 11,89,289

- (viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- (ix) (a) The Company did not have any outstanding loans or borrowings or interest thereon due to any lender during the year. Accordingly, the requirement to report on clause ix(a) of the Order is not applicable to the Company.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company did not have any term loans outstanding during the year hence, the requirement to report on clause (ix)(c) of the Order is not applicable to the Company.
- (d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) No fraud by the Company or no fraud on the Company has been noticed or reported during the year.
- (b) During the year, no report under sub-section (12) of section 143 of the Act, 2013 has been filed by secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company as per the provisions of the Act. Therefore, the requirement to report on clause 3(xii)(a), (b) and (c) of the Order are not applicable to the Company.
- (xiii) Transactions with the related parties are in compliance with sections 177 and 188 of Act where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xvi) (a) The Company has an internal audit system commensurate with the size and nature of its business.
- (b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- (xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- (xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.
- (b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause (xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred cash losses in the current year and the immediately preceding financial year respectively.

- (xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- (xix) On the basis of the financial ratios disclosed in note 39 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of

the Act, in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in note 23 to the financial statements.

- (b) All amounts that are unspent under sub section (5) of section 135 of Companies Act, pursuant to any ongoing project, has been transferred to special account in compliance of with provisions of sub section (6) of section 135 of the said Act. This matter has been disclosed in note 23 to the financial statements.

For S.R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per Vineet Kedia

Partner

Membership Number: 212230

UDIN: 24212230BKCYVS5044

Place of Signature: Mumbai

Date: May 16, 2024

ANNEXURE 2

to Independent Auditor's Report of even date on the standalone Ind AS financial statements of eClerx Services Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of eClerx Services Limited (the "Company") as of March 31, 2024 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting with reference to these standalone financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of

internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting with reference to these standalone financial statements.

Meaning of Internal Financial Controls Over Financial Reporting with Reference to These Ind AS Standalone Financial Statements

A Company's internal financial control over financial reporting with reference to these standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting with reference to these standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting with Reference to These Ind AS Standalone Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these standalone financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to

these standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls

system over financial reporting with reference to these standalone financial statements and such internal financial controls over financial reporting with reference to these standalone financial statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For S.R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per Vineet Kedia

Partner

Membership Number: 212230

UDIN: 24212230BKCYVS5044

Place of Signature: Mumbai

Date: May 16, 2024

BALANCE SHEET

(Rupees in Million)

	Notes	As at March 31, 2024	As at March 31, 2023
Assets			
Non-current assets			
Property, plant and equipment	3	817.99	574.96
Right of use assets	30.a	1,721.51	977.64
Capital work-in-progress	3	5.80	202.56
Intangible assets	4	14.25	20.42
Financial assets			
Investments	5.1	4,588.61	4,468.56
Derivative instruments	5.2	15.13	4.58
Other financial assets	8	211.41	217.05
Deferred tax assets (net)	18	337.76	375.73
Non-current tax assets (net)		202.30	200.38
Other non-current assets	9	73.45	55.11
		7,988.21	7,096.99
Current assets			
Financial assets			
Investments	5.1	3,403.97	2,289.41
Trade receivables	6	3,369.50	3,228.41
Cash and cash equivalents	7.a.	686.10	1,355.87
Other bank balances	7.b.	2,388.23	87.71
Other financial assets	8	2,019.69	1,716.30
Derivative instruments	5.2	96.76	-
Other current assets	10	646.96	193.10
		12,611.21	8,870.80
Total assets		20,599.42	15,967.79
Equity and liabilities			
Equity			
Equity share capital	11	482.32	480.34
Other equity	12	14,641.34	11,108.08
Total equity		15,123.66	11,588.42
Non-current liabilities			
Financial liabilities			
Lease liabilities	30.a	1,765.66	994.03
Employee benefit obligations	14	465.41	337.80
		2,231.07	1,331.83

(Rupees in Million)

	Notes	As at March 31, 2024	As at March 31, 2023
Current liabilities			
Financial liabilities			
Lease liabilities	30.a	226.06	252.51
Derivative instruments	5.2	-	128.00
Trade payables			
Total outstanding dues of Micro enterprises and small enterprises	15.a.	-	0.13
Total outstanding dues of creditors other than Micro enterprises and small enterprises	15.b.	1,192.33	938.96
Other financial liabilities	16	449.68	334.44
Other current liabilities	17	517.35	572.07
Employee benefit obligations	14	850.75	819.62
Current tax liabilities (net)		8.52	1.81
		3,244.69	3,047.54
Total equity and liabilities		20,599.42	15,967.79

Summary of material accounting policies

2

The accompanying notes form an integral part of these standalone financial statements.

As per our report of even date

For S. R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

For and on behalf of the Board of Directors of

eClerx Services Limited

CIN: L72200MH2000PLC125319

per Vineet Kedia

Partner

Membership Number: 212230

Place: Mumbai

Date: May 16, 2024

Kapil Jain

Managing Director & Group CEO

DIN: 10170402

Shailesh Kekre

Director

DIN: 07679583

Srinivasan Nadadhur

Chief Financial Officer

Pratik BhanushaliCompany Secretary and
Compliance Officer
F8538

STATEMENT OF PROFIT AND LOSS

	Notes	Year ended March 31, 2024	Year ended March 31, 2023
(Rupees in Million)			
Revenue from operations	19	20,948.30	18,881.61
Other income	20	451.07	567.19
Total Income		21,399.37	19,448.80
Expenses			
Employee benefits expense	21	8,851.52	7,976.89
Cost of technical sub-contractors		661.84	793.24
Depreciation and amortisation expense	22	639.15	587.31
Finance cost	30.a.	187.13	162.40
Other expense	23	6,261.10	4,888.98
Total expense		16,600.74	14,408.82
Profit before exceptional items and tax		4,798.63	5,039.98
Exceptional item gain / (loss)		-	-
Profit before tax		4,798.63	5,039.98
Tax expenses			
Current tax	18	1,238.32	1,290.54
Deferred tax	18	(10.12)	(34.58)
Income tax expense		1,228.20	1,255.96
Profit for the year		3,570.43	3,784.02
Other comprehensive income			
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:			
Remeasurement (losses) / gains on defined benefit plans	26	(44.21)	(13.06)
Income tax effect	18	11.13	3.29
Net other comprehensive income not to be reclassified to profit and loss in subsequent periods		(33.08)	(9.77)
Other comprehensive income to be reclassified to profit or loss in subsequent periods:			
Net movement on cash flow hedges	26	235.31	(286.28)
Income tax effect	18	(59.22)	72.05
Net other comprehensive income to be reclassified to profit and loss in subsequent periods		176.09	(214.23)
Other comprehensive income for the year, net of tax		143.01	(224.00)
Total comprehensive income for the year, net of tax		3,713.44	3,560.02

Earnings per equity share (in Rs.)			
Basic (Face value of Rs.10 each)	27	74.11	76.45
Diluted (Face value of Rs.10 each)	27	72.86	75.21

Summary of material accounting policies 2

The accompanying notes form an integral part of these standalone financial statements.

As per our report of even date
For S. R. BATLIBOI & ASSOCIATES LLP
 Chartered Accountants
 ICAI Firm Registration Number: 101049W/E300004

For and on behalf of the Board of Directors of
eClerx Services Limited
 CIN: L72200MH2000PLC125319

per Vineet Kedia
 Partner
 Membership Number: 212230
 Place: Mumbai
 Date: May 16, 2024

Kapil Jain
 Managing Director & Group CEO
 DIN: 10170402

Shailesh Kekre
 Director
 DIN: 07679583

Srinivasan Nadadhur
 Chief Financial Officer

Pratik Bhanushali
 Company Secretary and
 Compliance Officer
 F8538

STATEMENT OF CASH FLOWS

(Rupees in Million)

	Notes	Year ended March 31, 2024	Year ended March 31, 2023
Operating activities			
Profit before tax		4,798.63	5,039.98
Adjustments to reconcile profit before tax to net cash flows:			
Depreciation and amortisation expense	22	639.15	587.31
Share-based payment expense	21	81.43	12.46
Net foreign exchange differences		(25.96)	(118.52)
Gain on sale of assets	20	(8.35)	-
Interest income on corporate rent deposits	20	(20.12)	(24.60)
Amortised cost on corporate rent deposits		20.63	19.30
Profit on sale of current investments	20	(106.63)	(106.07)
Dividend income	20	-	(0.02)
Interest income, net	20	(120.23)	(50.68)
Bad debts written off	23	0.72	0.12
Provision/(Reversal of provision) of doubtful debts	23	2.06	4.77
Finance cost	31.a.	187.13	162.40
Fair value (gain) / loss on financial instruments at fair value through profit or loss	20 & 23	(46.55)	(32.85)
Gain on lease modifications	20	(12.12)	(54.60)
Other adjustments	26	(44.21)	(13.07)
		5,345.58	5,425.93
Working capital adjustments:			
Increase in trade receivables		(130.25)	(876.64)
(Increase) / Decrease in other current and non current financial assets		(292.69)	278.65
Increase in other current and non current assets		(487.92)	(298.87)
Increase in employee benefit obligations		158.74	25.87
Increase in trade payables, other current and non current liabilities and provisions		313.59	335.68
Cash generated by operating activities		4,907.05	4,890.62
Income tax paid (Net of refunds)		(1,238.95)	(1,342.81)
Net cash flows from operating activities		3,668.10	3,547.81
Investing activities			
Proceeds from sale of current investments		15,140.84	15,405.82
Purchase of current investments		(16,101.07)	(15,618.02)
Purchase of non-current investments		(13.00)	(20.00)
Redemption of preference shares of subsidiary		-	516.77
Investment in bank deposits (having original maturity of more than three months)		(2,828.25)	(1,078.83)
Redemption / maturity of bank deposits (having original maturity of more than three months)		519.35	1,707.72
Proceeds from sale of property, plant and equipment		10.23	1.87
Purchase of property, plant, equipment and intangibles (including capital work in progress)		(407.72)	(554.15)
Dividend received		-	0.02
Payment of unclaimed dividend and fractional share		(0.01)	(0.18)

	Notes	Year ended March 31, 2024	Year ended March 31, 2023
Interest received		123.03	58.21
Net cash flows (used in) / generated from investing activities		(3,556.60)	419.23
Financing activities			
Money received from exercise of ESOP options		150.22	218.62
Purchase of treasury shares by eClerx Employees Welfare Trust		(458.65)	(383.42)
Buyback of equity shares*		-	(2,957.60)
Buyback expenses		(5.74)	(29.84)
Tax on buyback of equity shares*		-	(621.11)
Payment of dividend		(48.22)	(33.11)
Finance cost- Lease		(187.13)	(162.40)
Principal payment- Lease		(244.28)	(218.57)
Net cash flows used in financing activities		(793.80)	(4,187.43)
Effect of exchange fluctuation on cash and cash equivalents		12.53	124.29
Net decrease in cash and cash equivalents		(669.77)	(96.10)
Cash and cash equivalents at the beginning of the year	7(a)	1,355.87	1,451.97
Cash and cash equivalents at the year end	7(a)	686.10	1,355.87

* Net after elimination of amount pertaining to buyback of shares held by eClerx Employee Welfare Trust

Note: Non cash transactions relating to investing and financing activities (Refer note 11 and 30.a.)

Summary of material accounting policies

2

The accompanying notes form an integral part of these standalone financial statements.

As per our report of even date

For S. R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

For and on behalf of the Board of Directors of

eClerx Services Limited

CIN: L72200MH2000PLC125319

per Vineet Kedia

Partner

Membership Number: 212230

Place: Mumbai

Date: May 16, 2024

Kapil Jain

Managing Director & Group CEO

DIN: 10170402

Srinivasan Nadadhur

Chief Financial Officer

Shailesh Kekre

Director

DIN: 07679583

Pratik Bhanushali

Company Secretary and

Compliance Officer

F8538

STATEMENT OF CHANGES IN EQUITY

a. Equity share capital		(Rupees in Million)	
	No. of shares	Share capital	
Equity shares of Rs.10 each issued, subscribed and fully paid			
As at April 01, 2022	3,30,98,094	330.98	
Add : Issue of bonus shares	1,69,13,215	169.13	
Less : Bonus Shares held by eClerx Employee Welfare Trust*	(3,56,637)	(3.57)	
Less: Shares purchased by eClerx Employee Welfare Trust*	(2,31,163)	(2.31)	
Less : Shares bought back during the year	(17,14,285)	(17.14)	
Add: Buy back of shares held by eClerx Employee Welfare Trust*	32,575	0.33	
Add: Shares Sold by eClerx Employee Welfare Trust on exercise of stock options*	2,92,180	2.92	
As at March 31, 2023	4,80,33,979	480.34	
Less: Shares purchased by eClerx Employee Welfare Trust*	(2,06,830)	(2.07)	
Add: Shares Sold by eClerx Employee Welfare Trust on exercise of stock options*	4,05,093	4.05	
As at March 31, 2024	4,82,32,242	482.32	

*Refer note 12 - Treasury shares

b. Other equity		(Rupees in Million)						
Particulars	Reserves and Surplus			Total other equity				
	Capital redemption reserve	Share based payment reserve	Capital reserve		General reserve	Retained earnings	Cashflow Hedging reserve	Treasury shares
As at March 31, 2023	91.16	151.69	0.10	2.22	11,866.57	(92.37)	(911.29)	11,108.08
Profit for the period	-	-	-	-	3,570.43	-	-	3,570.43
Other comprehensive income	-	-	-	-	(33.08)	176.09	-	143.01
Share based payment charge / (credit) net off stock options forfeited during the year	-	189.63	-	-	-	-	-	189.63
Transfer to general reserve on account of exercise of stock options	-	(33.67)	-	33.67	-	-	-	-
Dividends	-	-	-	-	(48.22)	-	-	(48.22)
Buyback expenses	-	-	-	-	(5.77)	-	-	(5.77)
Loss on shares sold by eClerx Employee Welfare Trust on exercise of stock options	-	-	-	(35.89)	(353.83)	-	-	(389.72)
Shares purchased by eClerx Employee Welfare Trust	-	-	-	-	-	-	(456.58)	(456.58)
Cost of shares transferred to employees on exercise of stock options	-	-	-	-	-	-	535.89	535.89
Provision for income tax liability as per IND AS 12	-	-	-	-	(5.41)	-	-	(5.41)
As at March 31, 2024	91.16	307.65	0.10	(0.00)	14,990.69	83.72	(831.98)	14,641.34

b. Other equity For the year ended March 31, 2023 Particulars	Reserves and Surplus					Items of OCI		(Rupees in Million)	
	Capital redemption reserve	Share based payment reserve	Capital reserve	General reserve	Retained earnings	Cashflow Hedging reserve	Treasury shares	Total other equity	
As at March 31, 2022	74.02	106.86	0.10	117.53	11,940.10	121.86	(946.20)	11,414.27	
Profit for the period	-	-	-	-	3,784.02	-	-	3,784.02	
Other comprehensive income	-	-	-	-	(9.77)	(214.23)	-	(224.00)	
Share based payment charge/ (credit) net off stock options forfeited during the year	-	84.20	-	-	-	-	-	84.20	
Transfer to general reserve on account of exercise of stock options	-	(39.37)	-	39.37	-	-	-	-	
Dividends	-	-	-	-	(33.11)	-	-	(33.11)	
Issue of Bonus Shares (Refer Note 11)	-	-	-	-	(169.13)	-	3.57	(165.56)	
Buyback expenses	-	-	-	-	(29.84)	-	-	(29.84)	
Reversal of income tax provision	-	-	-	-	5.41	-	-	5.41	
Tax on buyback of shares	-	-	-	-	(621.11)	-	-	(621.11)	
Amount transferred on account of buyback of shares	17.14	-	-	-	(17.14)	-	-	-	
Amount utilised on account of buy back of shares	-	-	-	-	(2,982.86)	-	-	(2,982.86)	
Gain on buyback of shares held by eClerx Employee Welfare Trust	-	-	-	14.56	-	-	-	14.56	
Gain/(Loss) on shares sold by eClerx Employee Welfare Trust on exercise of stock options	-	-	-	(169.24)	-	-	-	(169.24)	
Shares purchased by eClerx Employee Welfare Trust	-	-	-	-	-	-	(381.11)	(381.11)	
Shares sold under buyback by eClerx Welfare Trust	-	-	-	-	-	-	42.08	42.08	
Cost of shares transferred to employees on exercise of stock options	-	-	-	-	-	-	370.37	370.37	
As at March 31, 2023	91.16	151.69	0.10	2.22	11,866.57	(92.37)	(911.29)	11,108.08	

As per our report of even date

For S. R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W/E3000004

For and on behalf of the Board of Directors of

eClerx Services Limited

CIN: L72200MH20000PLC125319

per Vineet Kedia

Partner

Membership Number: 212230

Place: Mumbai

Date: May 16, 2024

Kapil Jain

Managing Director & Group CEO

DIN: 10170402

Shailesh Kekre

Director

DIN: 07679583

Srinivasan Nadadhur

Chief Financial Officer

Pratik Bhanushali

Company Secretary and Compliance Officer

F8538

NOTES TO THE FINANCIAL STATEMENTS

1. Corporate information

eClerx Services Limited (the "Company") (CIN: L72200MH2000PLC125319) provides critical business operations services to global Fortune 500 clients, including several of the world's leading companies across financial services, cable and telecommunications, retail, fashion, media & entertainment, manufacturing, travel and leisure, software and high-tech. The Company provides innovative business process management, change management, data-driven insights, advanced analytics powered by subject matter experts and smart automation. The Company is a public limited company incorporated and domiciled in India and has its registered office at Sonawala Building, 1st floor, 29 Bank Street, Fort, Mumbai, Maharashtra, India.

The standalone financial statements for the year ended March 31, 2024 were approved for issue in accordance with a resolution of the board of directors on May 16, 2024.

2.A. Material accounting policies

2.1 Basis of preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the Company's financial statements.

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value :

- Derivative financial instruments
- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)
- Share based payments

All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle. Based on the nature of services rendered to customers and time elapsed between deployment of resources and the realisation in cash and cash equivalents of the consideration for such services rendered, the Company has considered an operating cycle of 12 months.

The standalone financial statements are presented in "Rs." and all values are stated Rs. in million, except when otherwise indicated.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

2.2. Summary of material accounting policies

a. Foreign currencies

The Company's financial statements are presented in Indian Rupees ("Rs."), which is also the Company's functional currency.

Transactions in foreign currencies are initially recorded by the Company in its functional currency using spot rates at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at exchange rates at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

b. Fair value measurement

The Company measures financial instruments such as derivatives and certain investments, at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability or,
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants

would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable”

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

c. Revenue recognition

Revenue is recognised upon transfer of control of promised products or services to

the customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.

Arrangement with customers for services rendered by the Company are either on time and material or on fixed price basis. Revenue from contracts on time-and-material basis is recognised as the related services are performed. Revenue from fixed-price contracts where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognised as per the percentage-of-completion method. Efforts expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved. Revenue from maintenance contracts are recognised on pro-rata basis over the period of the contract.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts and other variable considerations, if any, as specified in the contracts with the customers.

Contract modifications are accounted for when additions, deletions or changes are approved either to the contract scope or contract price. The accounting for modifications of contracts involves assessing whether the services added to an existing contract are distinct and whether the pricing is at the standalone selling price. Services added that are not distinct are accounted for on a cumulative catch up basis, while those that are distinct are accounted for prospectively, either as a separate contract, if the additional services are priced at the standalone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the standalone selling price.

The Company presents revenue net of indirect taxes in its standalone statement of profit and loss.

Revenue in excess of billing is classified as contract asset i.e. unbilled revenue while billing in excess of revenue is classified as contract liability i.e. deferred revenue. Contract assets are classified as unbilled receivables when there is unconditional right to receive

cash, and only passage of time is required, as per contractual terms. Unbilled Revenues are classified as non-financial asset if the contractual right to consideration is dependent on completion of contractual milestones.

The billing schedules agreed with customers include periodic performance based payments and / or milestone based progress payments. Invoices are payable within the contractually agreed period.

Deferred contract costs are incremental costs of obtaining a contract which are recognised as assets and amortized over the benefit period.

Interest Income

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate ("EIR"), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

Dividends

Dividend income is recognised when Company's right to receive dividend is established by the reporting date.

Government Grants

Government grants are recognised when there is reasonable assurance that grant will be received and all attached conditions will be complied with.

d. Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted, at the reporting date in India where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in Other comprehensive income ("OCI") or in equity). Current tax items

are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate. Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid / recovered for uncertain tax positions. Also, refer to Notes 30.c and 40.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences.
- In respect of taxable temporary differences associated with investments in subsidiaries when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.
- Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:
- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are

recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

e. Property, plant and equipment

Property, plant and equipment ("PPE") are stated at the cost of acquisition including incidental costs related to acquisition and installation less accumulated depreciation and impairment loss, if any.

Advances paid towards acquisition of property, plant and equipment are disclosed as capital advances under other non-current assets.

Capital work-in-progress includes cost of property, plant and equipment under installation/ under development as at the balance sheet date and are carried at cost, comprising of direct cost and directly attributable cost.

Gains or losses arising from disposal of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is disposed.

The Company provides depreciation on property, plant and equipment (other than leasehold improvements) using the Written Down Value method. The rates of depreciation are arrived at, based on useful lives estimated by the management as follows:

Block of assets	Estimated useful life (in years)
Office equipment	5
Furniture and fixtures	10
Computers	3-6
Leasehold improvements	Lease term

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

f. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

The useful lives of intangible assets are assessed as either finite or indefinite. There are no intangible assets assessed with indefinite useful life.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Gain or losses arising from the derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

Intangible assets are amortised on straight-line basis as follows:

Block of assets	Estimated useful life (in years)
Computer softwares	1-5

g. Research and development expenses for software product

Research expenses for software product are expensed as incurred. Software product development cost are expensed as incurred unless technical feasibility of project is established, further economic benefit are probable, the Company has an intention and ability to complete and use or sell the software and the cost can be measured reliably. The cost which can be capitalised include the cost of material, direct labor and overhead cost that are directly attributable to preparing the asset for its intended use.

h. Leases

The Company as lessee

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception date. The arrangement is, or contains a lease if, fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

The Company recognises right-of-use asset and a corresponding lease liability for all lease arrangements in which the Company is a lessee, except for a short term lease of 12 months or less and leases of lowvalue assets. For short term lease and low-value asset arrangements, the Company recognises the lease payments as an rent expense on straight-line basis over the lease term.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease arrangement. Right-of-use assets and lease liabilities are measured according to such options when it is reasonably certain that the Company will exercise these options.

The right-of-use asset are recognised at the inception of the lease arrangement at the amount of the initial measurement of lease liability adjusted for any lease payments made at or before the commencement date of lease arrangement reduced by any lease incentives received, added by initial direct costs incurred and an estimate of costs to be incurred by the Company in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets are depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. Estimated useful life of right-of-use assets is

determined on the basis of useful life of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is an indication that their carrying value may not be recoverable. Impairment loss, if any is recognised in the statement of profit and loss account.

The lease liability is measured at amortized cost, at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease arrangement or, if not readily determinable, at the incremental borrowing rate in the country of domicile of such leases. Lease liabilities are remeasured with corresponding adjustments to right-of-use assets to reflect any reassessment or lease modifications.

i. Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash generating unit's ("CGU") fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash flows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators. The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exists or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable

amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss.

j. Provisions and contingencies

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Contingent liabilities are disclosed in the notes.

k. Retirement and other employee benefits

Provident Fund

Retirement benefit in the form of provident fund is a defined contribution scheme. Both the employee and the employer make monthly contributions to the plan at a predetermined rate of the employees' basic salary. These contributions are made to the fund administered and managed by the Government of India. The Company recognises contribution payable to the provident fund

scheme as an expense, when an employee renders the related service. The Company has no further obligations under these plans beyond its monthly contributions.

Defined benefit plan

Gratuity

The Company operates a defined benefit gratuity plan, which requires contributions to be made to a separately administered fund with the insurance service provider. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method, with actuarial valuations being carried out at periodic intervals.

Re-measurements, comprising of actuarial gains and losses and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding charge or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to statement of profit and loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Company recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs; and
- Net interest expense or income

Compensated Absences

Accumulated leave, which is expected to be utilised within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement

purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. The Company treats the entire leave as current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

The Code on Social Security, 2020 relating to employee benefits during the employment and post-employment benefits received President's assent on September 28, 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess and record the impact of the Code, if any, when it becomes effective.

I. Share - based payments

Employees of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. The cost is recognised, together with a corresponding increase in share-based payment ("SBP") reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

m. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Company recognises a financial asset or a liability in its balance sheet only when the entity becomes party to the contractual provisions of the instrument.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets

not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset, except trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price determined under Ind AS 115. The Company has accounted for its investment in subsidiaries at cost, less impairment, if any."

Subsequent measurement

For purposes of subsequent measurement financial assets are classified into three categories:

- Financial assets at fair value through OCI
- Financial assets at fair value through profit or loss
- Financial assets at amortised cost

Where assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit and loss (i.e. fair value through profit or loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

A financial asset that meets the following two conditions is measured at amortised cost (net of any write down for impairment) unless the asset is designated at fair value through profit or loss ("FVTPL") under the fair value option.

- Business model test: The objective of the Company's business model is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realise its fair value changes).
- Cash flow characteristics test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate ("EIR") method. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

A financial asset is classified as at the Financial assets measured at Fair value through other comprehensive income ("FVTOCI") if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- The asset's contractual cash flows represent SPPI.

A financial asset included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the OCI. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L.

FVTPL is a residual category for financial assets. Any instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. In addition, the Company may elect to designate a financial asset, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Financial assets included within the FVTPL category are measured at fair value with all changes recognised in the P&L.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's statement of financial position) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangements and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to

recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

The Company assesses impairment based on expected credit losses ("ECL") model to the following:

- Financial assets measured at amortised cost; and
- Financial assets measured at FVTOCI"

Expected credit losses ("ECL") are measured through a loss allowance at an amount equal to:

- the 12-month expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)."

For trade receivables or contract revenue receivables, the Company follows 'simplified approach' for recognition of impairment loss allowance.

Under the simplified approach, the Company does not track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For recognition of impairment loss on other financial assets and risk exposure, the

Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognising impairment loss allowance based on 12-month ECL.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, payables, or derivatives as appropriate or as derivatives designated as hedging instruments in an effective hedge as appropriate. All financial liabilities are recognised initially at fair value and, in the case of payables, net of directly attributable transaction costs.

Subsequent measurement

The Company measures all financial liabilities at amortised cost using the Effective Interest Rate ("EIR") method except for financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. Financial liabilities held for trading are measured at fair value through profit and loss. The Company has not designated any financial liability as at fair value through profit or loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a current enforceable legal right

to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

n. Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement

The Company enters into derivative contracts to hedge foreign currency/price risk on highly probable forecast transactions. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are recorded in the statement of profit or loss, except for the effective portion of cash flow hedges, which is recognised in other comprehensive income ("OCI") and later reclassified to profit or loss when the hedge item affects profit or loss.

At the inception of a hedge relationship, the Company formally designates and documents the hedge relationship to which the Company wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the Company's risk management objective and strategy for undertaking hedge, the hedging/ economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

Hedges that meet the strict criteria for hedge accounting are accounted for, as described below:

Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit and loss.

The Company uses forward currency contracts as hedges of its exposure to foreign currency risk in forecast transactions. The ineffective portion relating to foreign currency contracts is recognised in other income or expenses.

Amounts recognised as OCI are transferred to profit or loss when the hedged transaction affects profit or loss, such as when a forecast sale occurs.

If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover (as part of the hedging strategy), or if its designation as a hedge is revoked, or when the hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss previously recognised in OCI remains separately in equity until the forecast transaction occurs.

o. Treasury shares

The Company has created an Employee Benefit Trust ("EBT") for providing share-based payment to its employees. The Company uses EBT as a vehicle for distributing shares to employees under the employee remuneration schemes. The EBT buys shares of the Company from the market, for giving shares to employees. The shares held by EBT are treated as treasury shares.

Own equity instruments that are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount and the consideration, if reissued / sold, is recognised in other equity (General Reserve).

p. Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and short term investments with an original maturity of three months or less which are subject to an insignificant risk of changes in value.

q. Cash dividend to equity holders of the Company

The Company recognises a liability to make cash or non-cash distributions to equity share holders when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution of interim dividend is authorised when it is approved by the Board of Directors

and final dividend is authorised when it is approved by the shareholders of the Company. A corresponding amount is recognised directly in equity.

r. Earnings per share

The earnings considered in ascertaining the Company's earnings per share comprise the net profit after tax. The number of shares used in computing basic earnings per share are the weighted average number of shares outstanding during the year. The number of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving basic earnings per share, and also the weighted average number of shares, if any which would have been issued on the conversion of all dilutive potential equity shares. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

2.B. Significant accounting judgements, estimates and assumptions

The preparation of the Company's standalone financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the standalone financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

a. Revenue recognition

The Company uses the percentage-of-completion method in accounting for its

fixed-price contracts. Use of the percentage-of-completion method requires the Company to estimate the efforts expended to date as a proportion of the total efforts to be expended.

Judgement is also required to determine transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, service level credits etc. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period.

b. Leases

The Company has entered into commercial property leases for its offices. The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116 'Leases'. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term and the applicable discount rate. The Company has lease contracts which include extension and termination option and this requires exercise of judgement by the Company in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. The discount rate is generally based on the incremental borrowing rate specific to the lease period.

c. Share - based payments

The Company measures share-based payments and transactions at fair value and recognises over the vesting period using Black Scholes valuation model. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. This requires a reassessment of the estimates used at the end of each reporting period. The Company is applying forfeiture rate based on historical trend. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in note 29.

d. Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation

are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on the rates given under Indian Assured Lives Mortality (2006-08) Ultimate. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

Further details about gratuity obligations are given in note 28.

e. Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the discounted cash flow ("DCF") model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See note 34 & 35 for further disclosures.

f. Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the projections for the next three to five years and do not include

restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

g. Impairment of other financial assets

For recognition of impairment loss on other financial assets (other than trade receivables or contract revenue receivables) and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognising impairment loss allowance based on 12-month ECL.

2.C. New and amended standards

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated 31 March 2023 to amend the following Ind AS which are effective for annual periods beginning on or after 1 April 2023. The Company applied for the first-time these amendments.

(i) Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the

requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments have had an impact on the Company's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Company's financial statements.

(ii) Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences such as leases.

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences such as leases.

The Company previously recognised for deferred tax on leases on a net basis. As a result of these amendments, the Company has recognised a separate deferred tax asset in relation to its lease liabilities and a deferred tax liability in relation to its right-of-use assets. Since, these balances qualify for offset as per the requirements of paragraph 74 of Ind AS 12, there is no impact in the balance sheet. There was also no impact on the opening retained earnings as at 1 April 2022.

3. Property, plant and equipment

(Rupees in Million)

	Computer hardware	Leasehold improvements	Furniture & fixtures	Office equipments	Total
Cost					
As at April 1, 2022	1,010.59	413.30	97.72	465.54	1,987.13
Additions	171.82	114.04	11.85	49.44	347.15
Disposals	(23.46)	(13.05)	(6.44)	(10.01)	(52.96)
As at March 31, 2023	1,158.95	514.29	103.13	504.97	2,281.32
Additions	231.35	141.23	26.57	212.54	611.69
Disposals	(9.48)	(45.76)	(4.99)	(24.51)	(84.74)
As at March 31, 2024	1,380.82	609.76	124.71	693.00	2,808.27

3. Property, plant and equipment

(Rupees in Million)

	Computer hardware	Leasehold improvements	Furniture & fixtures	Office equipments	Total
Depreciation and impairment					
As at April 1, 2022	742.92	211.35	65.78	398.74	1,418.77
Depreciation charge for the year	225.22	57.13	10.03	46.30	338.68
Disposals	(21.91)	(13.05)	(6.40)	(9.73)	(51.09)
As at March 31, 2023	946.23	255.43	69.41	435.31	1,706.36
Depreciation charge for the year	169.99	72.79	14.53	109.46	366.77
Disposals	(8.68)	(45.71)	(4.46)	(24.00)	(82.85)
As at March 31, 2024	1,107.54	282.51	79.48	520.77	1,990.28
Net Book Value					
As at March 31, 2024	273.28	327.25	45.23	172.23	817.99
As at March 31, 2023	212.72	258.86	33.72	69.66	574.96

Capital work in progress*

(Rupees in Million)

	As at March 31, 2024	As at March 31, 2023
Leasehold improvements	-	202.56
Computer hardware	5.80	-
Total	5.80	202.56

* Entire capital work in progress pertains to projects that are in progress for less than one year. There are no projects which are temporarily suspended or projects whose completion is overdue or has exceeded its cost compared to original plan.

4. Intangible assets

(Rupees in Million)

	Computer Software
Cost	
As at April 1, 2022	243.33
Additions	5.36
Disposals	-
As at March 31, 2023	248.69
Additions	8.50
Disposals	-
As at March 31, 2024	257.19
Amortisation and impairment	
As at April 1, 2022	206.08
Amortisation charge for the year	22.19
Disposals	-
As at March 31, 2023	228.27
Amortisation charge for the year	14.68
Disposals	(0.01)
At March 31, 2024	242.94
Net Book Value	
As at March 31, 2024	14.25
As at March 31, 2023	20.42

5. Financial assets

(Rupees in Million)

5.1 Investments	As at March 31, 2024	As at March 31, 2023
Non current investments (Unquoted, carried at cost)		
Investments in equity shares of subsidiaries		
eClerx LLC	1,877.16	1,798.49
eClerx Limited	68.49	49.55
eClerx Private Limited	14.21	9.02
eClerx Investments (UK) Limited	504.38	498.98

5. Financial assets

(Rupees in Million)

5.1 Investments

	As at March 31, 2024	As at March 31, 2023
Investments in preference shares of subsidiaries		
eClerx LLC	1,244.03	1,244.02
eClerx Investments (UK) Limited	827.99	827.99
eClerx Investments Limited	605.67	605.67
	5,141.93	5,033.72
Less: Provision for diminution in value of investments	(605.67)	(605.67)
	4,536.26	4,428.05
Non current investments (Unquoted, carried at fair value through profit and loss)		
Talentick Edusolutions Private Limited	2.40	2.40
Stellaris Venture Partners India Trust II	49.95	38.11
	52.35	40.51
Total Non- Current Investments	4,588.61	4,468.56
Current investments (Quoted, carried at fair value through profit and loss)		
Investments in mutual funds	2,021.11	2,289.41
	2,021.11	2,289.41
Current investments (Unquoted, carried at amortised cost)		
Investments in current government securities	1,382.86	-
	1,382.86	-
Total Current Investments	3,403.97	2,289.41
Aggregate book value of quoted investments	2,021.11	2,289.41
Aggregate market value of quoted investments	2,021.11	2,289.41
Aggregate value of unquoted investments	5,971.47	4,468.56
Aggregate amount of impairment in value of investments	605.67	605.67

Investments at fair value through profit or loss (fully paid) reflect investments in mutual funds, investment in Talentick Edusolutions Private Limited and investment in Stellaris Venture Partners India Trust II. For further details, refer note 24 and 25 and for determination of fair values, refer note 35.

5.2 Derivative instruments

(Rupees in Million)

	As at March 31, 2024	As at March 31, 2023
Financial assets		
Derivative instruments at fair value through OCI		
Cash flow hedges		
Foreign exchange forward contracts	111.89	4.58
Total derivative instruments at fair value through OCI	111.89	4.58
Current	96.76	-
Non Current	15.13	4.58
	111.89	4.58
Financial liabilities		
Derivative instruments at fair value through OCI		
Cash flow hedges		
Foreign exchange forward contracts	-	128.00
Total derivative instruments at fair value through OCI	-	128.00
Current	-	128.00
Non Current	-	-
	-	128.00

Derivative instruments at fair value through OCI reflect the change in fair value of foreign exchange forward contracts, designated as cash flow hedges to hedge highly probable forecast sales in US dollars ("USD").

6. Trade receivables

(Rupees in Million)

	As at March 31, 2024	As at March 31, 2023
Trade receivables	3,297.11	3,132.40
Receivables from other related parties	72.39	96.01
Total trade receivables	3,369.50	3,228.41
Considered good - Secured	-	-
Considered good - Unsecured	3,369.50	3,228.41
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - credit impaired	7.65	5.88
	3,377.15	3,234.29
Less: Allowance for expected credit loss	(7.65)	(5.88)
	3,369.50	3,228.41

Trade receivables outstanding for following period from due date of payment

(Rupees in Million)

	As at March 31, 2024	As at March 31, 2023
Undisputed trade receivables considered good		
Current but not due	2,832.17	2,680.90
Less than 6 months	523.26	544.71
6 months to one year	14.07	2.80
Undisputed trade receivables - credit impaired		
Current but not due	-	-
Less than 6 months	-	-
6 months to one year	7.65	5.88
	3,377.15	3,234.29
Less: Allowance for expected credit loss	(7.65)	(5.88)
	3,369.50	3,228.41
Unbilled receivables	1,895.66	1,564.86
	5,265.16	4,793.27

There are no disputed or undisputed trade receivables which have significant increase in credit risk.

No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member. Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

7.a. Cash and cash equivalents

(Rupees in Million)

	As at March 31, 2024	As at March 31, 2023
Balances with banks:		
In current accounts	685.89	1,355.64
Earmarked bank balance towards dividend	0.10	0.11
Earmarked bank balance towards fractional share payout	0.11	0.12
	686.10	1,355.87

7.b. Other bank balances

(Rupees in Million)

	As at March 31, 2024	As at March 31, 2023
Deposits with original maturity of more than three months but less than twelve months	2,388.23	78.98
Interest receivable	-	2.80
Deposits pledged with banks against sanctioned overdraft limits	-	5.93
	2,388.23	87.71
	3,074.33	1,443.58

Cash at banks earns interest at floating rates based on the daily bank deposit rates and the daily balances. Time deposits are placed for varying periods ranging from 121 days to 365 days, depending on the immediate cash requirements of the Company. The time deposits earn interest at the respective deposit rates.

8. Other financial assets

(Rupees in Million)

	As at March 31, 2024	As at March 31, 2023
Non-current		
Corporate premises rent deposits	183.27	203.26
Other deposits	22.21	13.44
Deposit with original maturity more than twelve months	5.93	0.35
	211.41	217.05

Time deposits are placed for the period of 1,827 days, depending on the immediate cash requirements of the Company. The time deposits earn interest at the respective deposit rates.

Current

Unbilled receivables	1,895.66	1,564.86
Recoverable expenses from client	13.95	1.60
Other advances	110.08	149.84
	2,019.69	1,716.30
	2,231.10	1,933.35

Break up of financial assets carried at amortised cost

Trade receivables (refer note 6)	3,369.50	3,228.41
Cash and cash equivalents and other bank balances (refer note 7.a. & 7.b.)	3,074.33	1,443.58
Other financial assets (refer note 8)	2,231.10	1,933.35
Total financial assets carried at amortised cost	8,674.93	6,605.34

9. Other non-current assets

(Rupees in Million)

	As at March 31, 2024	As at March 31, 2023
Prepaid expenses	63.99	29.93
Capital advances	7.38	23.10
Service tax credit	2.08	2.08
	73.45	55.11

10. Other current assets

(Rupees in Million)

	As at March 31, 2024	As at March 31, 2023
Prepaid expense	126.82	89.56
Goods & Service Tax ("GST"), Service tax and other tax credits	257.75	103.03
Other Advances	262.39	0.51
	646.96	193.10

11. Share capital

(Rupees in Million)

Authorised share capital	Equity shares	
	As at March 31, 2024	As at March 31, 2023
Authorised share capital		
100,000,000 (March 31, 2023: 100,000,000) shares of Rs. 10 each	1,000.00	1,000.00
Issued, subscribed and fully paid up		
48,232,242 (March 31, 2023: 48,033,979) shares of Rs. 10 each fully paid up	482.32	480.34

Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per equity share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

Subject to the provisions of Companies Act 2013 as to preferential payments, the assets of the Company shall, on its winding-up be applied in satisfaction of its liabilities pari-passu and, subject to such application, shall, unless the articles otherwise provide, will be distributed among the members according to their rights and interests in the Company.

Aggregate number of bonus shares issued, shares issued for consideration other than cash

During the five years immediately preceding the balancesheet date, the Company had issued 16,913,215 fully paid equity shares by way of bonus shares by capitalising retained earnings in FY 2022-23.

Aggregate number of equity shares bought back during the period of five years immediately preceding the reporting date

During the period of 5 years immediately preceding the balance sheet date, the Company bought back 1,714,285 in FY 2022-23 and 1,063,157 shares in FY 2021-22 and 2,093,815 shares in FY 2020-21 and 1,746,666 shares in FY 2019-20.

Details of shareholders holding more than 5% shares in the Company

Name of the shareholder	As at March 31, 2024		As at March 31, 2023	
	Number of shares	% Holding	Number of shares	% Holding
Anjan Malik	1,31,10,122	26.74%	1,31,10,122	26.74%
PD Mundhra	1,31,15,560	26.75%	1,31,15,560	26.75%
HDFC Children's Gift Fund - Investment Plan	44,15,233	9.01%	38,03,158	7.76%

Shares reserved for issue under options

For details of shares reserved for issue under the employee stock option ("ESOP") plan of the Company, please refer note 29.

Disclosure of shareholding of promoters as at March 31, 2024 is as follows

Promoter name	No. of shares	% of total shares	% change during the year
Anjan Malik	1,31,10,122	26.74%	0.00%
PD Mundhra	1,31,15,560	26.75%	0.00%
Promoter Group			
Shweta Mundhra	438	0.00%	0.00%
Vijay Kumar Mundhra	31,168	0.06%	0.00%
Supriya Modi	24,873	0.05%	0.00%

Disclosure of shareholding of promoters as at March 31, 2023 is as follows

Promoter name	No. of shares	% of total shares	% change during the year
Anjan Malik	1,31,10,122	26.74%	0.11%
PD Mundhra	1,31,15,560	26.75%	0.11%
Promoter Group			
Shweta Mundhra	438	0.00%	0.00%
Vijay Kumar Mundhra	31,168	0.06%	0.00%
Supriya Modi	24,873	0.05%	0.00%

12. Other equity

(Rupees in Million)

Share based payment reserve

As at April 1, 2022	106.86
Add: Share based payment charge / (credit) net off stock options forfeited during the year	84.20
Less: Transfer to general reserve on exercise of stock options	(39.37)
As at March 31, 2023	151.69
Add: Share based payment charge / (credit) net off stock options forfeited during the year	189.63
Less: Transfer to general reserve on exercise of stock options	(33.67)
As at March 31, 2024	307.65

The share options based payment reserve is used to recognise the grant date fair value of options issued to employees under Employee stock option plan.

Cashflow Hedging reserve

As at April 1, 2022	121.86
Less: Net movement on cash flow hedges	(286.28)
Add: Deferred tax on net movement on cash flow hedges	72.05
As at March 31, 2023	(92.37)
Add: Net movement on cash flow hedges	235.31
Less: Deferred tax on net movement on cash flow hedges	(59.22)
As at March 31, 2024	83.72

The Company uses hedging instruments as part of its management of foreign currency risk. For hedging foreign currency, the Company uses foreign currency forward contracts. To the extent these hedges are effective, the change in fair value of the hedging instrument is recognised in the hedging reserve. Amounts recognised in the hedging reserve is reclassified to the statement of profit or loss when the hedged item affects profit or loss.

Capital reserve

As at April 1, 2022	0.10
As at March 31, 2023	0.10
As at March 31, 2024	0.10

The Company recognises any excess of net assets of its acquired subsidiary over the purchase consideration paid in respect of such acquisition in Capital reserve

General reserve

As at April 1, 2022	117.53
Add: Gain on buyback of shares held by eClerx Employee Welfare Trust	14.56
Less: Loss on shares sold by eClerx Employee Welfare Trust on exercise of stock options	(169.24)
Add: Transferred from share based payment reserve on exercise of options	39.37
As at March 31, 2023	2.22
Less: Loss on shares sold by eClerx Employee Welfare Trust on exercise of stock options	(35.89)
Add: Transferred from share based payment reserve on exercise of options	33.67
As at March 31, 2024	-

The Company recognises profit and loss on purchase, sale, issue or cancellation of the Company's own equity instruments to General reserve. Further the amounts recorded in share based payment reserve are transferred to General reserve upon exercise of stock options.

Capital redemption reserve

As at April 1, 2022	74.02
Add : Amount transferred from retained earnings on account of buyback of shares	17.14
As at March 31, 2023	91.16
Add : Amount transferred from retained earnings on account of buyback of shares	-
As at March 31, 2024	91.16

As per Companies Act, 2013, capital redemption reserve is created when company purchases its own shares out of free reserves or securities premium. A sum equal to the nominal value of the shares so purchased is transferred to capital redemption reserve. The reserve is utilized in accordance with the provisions of section 69 of the Companies Act, 2013.

Retained earnings

As at April 1, 2022	11,940.10
Add: Profit during the year	3,784.02
Less: Remeasurement losses on defined benefit plans	(9.77)
Less: Dividend and dividend tax paid (refer note 13)	(33.11)
Less: Share buyback expenses	(29.84)
Less: Tax on buyback of shares	(621.11)
Less: Issue of bonus shares	(169.13)
Less: Amount transferred to capital redemption reserve on account of buyback of shares	(17.14)
Less: Amount utilised on account of buy back of shares	(2,982.86)
Add: Reversal of income tax provision	5.41
As at March 31, 2023	11,866.57
Add: Profit during the year	3,570.43
Less: Remeasurement losses on defined benefit plans	(33.08)
Less: Dividend paid (refer note 13)	(48.22)
Less: Share buyback expenses	(5.77)
Less: Provision for income tax	(5.41)
Less: Loss on shares sold by eClerx Employee Welfare Trust on exercise of stock options	(353.83)
As at March 31, 2024	14,990.69

Retained earnings represent the amount of accumulated earnings of the Company.

Other reserves

	As at March 31, 2024	As at March 31, 2023
Share based payment reserve	307.65	151.69
Cashflow Hedging reserve	83.72	(92.37)
Capital reserve	0.10	0.10
General reserve	-	2.22
Capital redemption reserve	91.16	91.16
Retained earnings	14,990.69	11,866.57
	15,473.32	12,019.37

Treasury Shares

	No. of shares	Rupees in Million
As at April 1, 2022	(7,28,335)	(946.20)
Add: Shares purchased by eClerx Employee Welfare Trust	(2,31,163)	(381.11)
Less: Shares sold under buyback by eClerx Welfare Trust	32,575	42.08
Add: Issue of Bonus shares	(3,56,637)	3.57
Less: Shares Sold by eClerx Employee Welfare Trust on exercise of stock options	2,92,180	370.37
As at March 31, 2023	(9,91,380)	(911.29)
Add: Shares purchased by eClerx Employee Welfare Trust	(2,06,830)	(456.58)
Less: Shares Sold by eClerx Employee Welfare Trust on exercise of stock options	4,05,093	535.89
As at March 31, 2024	(7,93,117)	(831.98)

	As at March 31, 2024	As at March 31, 2023
Other reserves	15,473.32	12,019.37
Treasury shares	(831.98)	(911.29)
Total other equity	14,641.34	11,108.08

The disaggregation of changes in Other Comprehensive Income ("OCI") by each type of reserves in equity is disclosed in note 26.

13. Distribution made and proposed

(Rupees in Million)

	As at March 31, 2024	As at March 31, 2023
Cash dividends on equity shares declared and paid:		
Final dividend for the year ended on March 31, 2023: Re. 1 per share (March 31, 2022: Rs. 1 per share)	48.22	33.11
	48.22	33.11
Proposed dividends on equity shares:		
Cash dividend for the year ended on March 31, 2024: Re. 1 per share (March 31, 2023: Re. 1 per share)	48.23	48.03
	48.23	48.03

Proposed dividend on equity shares are subject to approval at the annual general meeting and are not recognised as a liability as at March 31, 2024.

14. Employee benefit obligations

(Rupees in Million)

	As at March 31, 2024	As at March 31, 2023
Non-current		
Gratuity (refer note 28)	400.01	316.40
Incentive to employees	65.40	21.40
	465.41	337.80
Current		
Gratuity (refer note 28)	63.60	63.60
Compensated absences	187.92	212.19
Incentive to employees	599.23	543.83
	850.75	819.62

15. Trade payables**15.a. Dues of Micro enterprises and small enterprises**

(Rupees in Million)

	As at March 31, 2024	As at March 31, 2023
Trade payables	-	0.13
Principal amount paid (includes unpaid) beyond the appointed date	-	-
Interest paid on payments made beyond the appointed date	-	-
Interest due and payable for the year	-	-
Interest accrued and remaining unpaid	-	-
	-	0.13

15.b. Dues of creditors other than Micro enterprises and small enterprises

Trade payables	22.91	14.91
Trade payables to related parties	1,169.42	924.05
	1,192.33	938.96

Ageing of trade payables outstanding as at March 31, 2024 and March 31, 2023 is as follows:

	As at March 31, 2024	As at March 31, 2023
Less than 1 year	1,192.33	939.09
1 to 3 years	-	-
More than 3 years	-	-
	1,192.33	939.090
Accrued expenses (Less than one year)	407.51	330.98
	1,599.84	1,270.07

- Trade payables are non-interest bearing and are normally settled on 30-day terms.
- For terms and conditions with related parties, refer note 31
- For explanations on the Company's credit risk management processes, refer note 36.
- Trade payables are measured at amortised cost

16. Other financial liabilities

(Rupees in Million)

	As at March 31, 2024	As at March 31, 2023
Accrued expense	407.51	330.98
Payable to employees and settlor on exercise of options	41.95	3.23
Unpaid dividend	0.11	0.11
Unpaid fractional share payout	0.11	0.12
	449.68	334.44
Break up of financial liabilities at amortised cost		
Other financial liabilities	449.68	334.44
Trade payables	1,192.33	939.09
	1,642.01	1,273.53

17. Other current liabilities

(Rupees in Million)

	As at March 31, 2024	As at March 31, 2023
Statutory dues	141.10	117.13
Contract liabilities	376.25	454.94
	517.35	572.07

18. Income taxes

(Rupees in Million)

The major components of income tax expense for the years ended March 31, 2024 and March 31, 2023 are:

Statement of profit and loss:**Profit and loss section**

	As at March 31, 2024	As at March 31, 2023
Current Income tax:		
Current income tax charge	1,236.66	1,276.80
Adjustment in respect of current income tax of previous year	1.66	13.74
Deferred tax	(10.12)	(34.58)
Income tax expense reported in the statement of profit and loss	1,228.20	1,255.96

OCI section

Deferred tax related to items recognised in OCI during in the year:

Net movement on cash flow hedges	(59.22)	72.05
Net movement on remeasurement losses on defined benefit plans	11.13	3.29
Deferred tax (debited) / credited to OCI	(48.09)	75.34

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2024 and March 31, 2023:

Accounting profit before income tax	4,798.63	5,039.98
At India's statutory income tax rate of 25.168% (March 31, 2023: 25.168%)	1,207.72	1,268.46
Adjustments in respect of current income tax of previous years	1.66	13.74
Tax on non-deductible expenses for tax purposes	18.82	(26.24)
Income tax expense reported in the statement of profit and loss	1,228.20	1,255.96

At the effective income tax rate of 25.59% (March 31, 2023: 24.92%)

Deferred tax:

Deferred tax relates to the following:

	Balance Sheet		Profit & Loss	
	As at March 31, 2024	As at March 31, 2023	For the year ended March 31, 2024	For the year ended March 31, 2023
Property plant and equipment	153.39	144.91	(8.48)	(9.01)
Gratuity	84.03	74.12	(9.91)	(1.35)
Compensated absences	38.99	39.93	0.94	(39.93)
Expenses available for offsetting against future taxable income	24.40	19.76	(4.64)	(3.24)
Lease liability	501.28	313.99	(187.28)	(36.05)
Right of use assets	(433.27)	(246.05)	187.22	47.63
Gain on fair valuation of current investment	(35.54)	(23.51)	12.03	7.37
Deferred tax on cash flow hedges	(28.16)	31.06	-	-
Deferred tax on remeasurement gain on defined benefit plans	32.64	21.52	-	-
Deferred tax (income) / expense			(10.12)	(34.58)
Net deferred tax assets	337.76	375.73		

Reflected in the balance sheet as follows:

	As at March 31, 2024	As at March 31, 2023
Deferred tax assets	834.73	645.29
Deferred tax liabilities	(496.97)	(269.56)
Deferred tax assets, net	337.76	375.73

Reconciliation of deferred tax assets, net:

	As at March 31, 2024	As at March 31, 2023
Opening balance	375.73	265.81
Tax income during the period recognised in profit and loss	10.12	34.58
Tax (expense) / income during the period recognised in OCI	(48.09)	75.34
Closing balance	337.76	375.73

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

19. Revenue from operations

(Rupees in Million)

	Year ended March 31, 2024	Year ended March 31, 2023
Sale of services	20,948.30	18,889.70
Other operating revenue	-	(8.09)
Total	20,948.30	18,881.61

Revenues consist of the following:

	Year ended March 31, 2024	Year ended March 31, 2023
Revenue from ITeS services	20,001.83	17,975.49
Revenue from software development, licensing of software products & related services	946.47	914.21
Total revenue from operations	20,948.30	18,889.70

Disaggregated revenue information

The table below presents disaggregated revenues from contracts with customers by geography and contract-type. The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of its revenues and cash flows are affected by industry, market and other economic factors.

Revenues by Geography

United States of America	15,734.50	13,795.62
United Kingdom	1,175.90	1,094.02
Europe	1,984.17	2,371.38
Asia Pacific	2,053.73	1,628.68
Total	20,948.30	18,889.70

Revenues by contract type

Time & Materials	20,603.77	18,644.65
Fixed Price	344.53	245.05
Total	20,948.30	18,889.70

Reconciliation of the amount of revenue recognised in the statement of profit and loss with the contracted price :

Revenue as per contracted price	21,141.58	19,133.49
Reductions towards variable consideration components*	(193.28)	(243.79)
Revenue from contract with customers	20,948.30	18,889.70

*The reduction towards variable component comprises of volume discounts.

During the year ended March 31, 2024, the Company recognised revenue of Rs. 352.99 million arising from opening unearned revenue as of April 1, 2023. During the year ended March 31, 2023, the Company recognised revenue of Rs 224.35 million arising from opening unearned revenue as on April 1, 2022.

During the years ended March 31, 2024 and March 31, 2023, there is no revenue recognised from performance obligations satisfied (or partially satisfied) in previous periods.

As at March 31, 2024 and March 31, 2023, the Company does not have assets recognised from the cost incurred to obtain or fulfil a contract with a customer.

Performance obligations and remaining performance obligations

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognised as at the end of the reporting period and an explanation as to when the Company expects to recognise these amounts in revenue. Applying the practical expedient as given in Ind AS 115, the Company has not disclosed the remaining performance obligation related disclosures for contracts:

a) where the revenue recognised corresponds directly with the value to the customer of the entity's performance completed to date, typically those contracts where invoicing is on time and material basis and;

b) where the performance obligation is part of a contract that has an original expected duration of one year or less.

Remaining performance obligation estimates are subject to change and are affected by several factors, including terminations, changes in the scope of contracts, periodic revalidations, adjustment for revenue that has not materialised and adjustments for currency.

The aggregate value of performance obligations that are completely or partially unsatisfied as at March 31, 2024, other than those meeting the exclusion criteria mentioned above, is Rs. 21.69 million (March 31, 2023 Rs. 96.98 million). Out of this, the Company expects to recognise revenue of around 81.48% (March 31, 2023 Rs. 78.33%) within the next one year and the remaining thereafter. This includes contracts that can be terminated for convenience without a substantive penalty since, based on current assessment, the occurrence of the same is expected to be remote.

20. Other income

(Rupees in Million)

	Year ended March 31, 2024	Year ended March 31, 2023
Interest income on fixed deposits	120.23	50.68
Interest income on corporate rent deposits	20.12	24.60
Profit on sale of current investments	106.63	106.07
Fair value gain on financial instruments (mutual funds) at fair value through profit or loss	47.70	31.93
Gain on sale of fixed assets/assets disposed off (net)	8.35	4.42
Foreign exchange gain (net)	43.43	281.26
Gain on fair valuation of non current investment	-	0.92
Government Grants	84.51	11.27
Gain on lease modification	12.12	54.60
Miscellaneous income	7.98	1.44
	451.07	567.19

21. Employee benefits expense

(Rupees in Million)

	Year ended March 31, 2024	Year ended March 31, 2023
Salaries, wages and bonus	8,497.44	7,717.11
Contribution to provident and other funds	122.53	125.97
Employee stock compensation	81.43	12.46
Gratuity expense	79.40	72.35
Staff welfare expense	70.72	49.00
	8,851.52	7,976.89

22. Depreciation and amortisation expense

	Year ended March 31, 2024	Year ended March 31, 2023
Depreciation of tangible assets	366.77	338.68
Amortisation of intangible assets	14.68	22.19
Depreciation on Right of use on lease assets	257.70	226.44
	639.15	587.31

23. Other expense

(Rupees in Million)

	Year ended March 31, 2024	Year ended March 31, 2023
Sales and marketing services	3,993.17	3,344.87
Rent expenses	175.87	148.88
Travelling expenses	267.80	152.13
Communication expenses	113.97	117.88
Legal and professional charges	595.49	244.20
Repairs and maintenance		
Building	19.66	6.59
Others	5.87	3.93
Rates and taxes	15.68	27.00
Office expenses	52.23	32.96
Housekeeping services	39.87	31.38
Security charges	56.22	44.59
Insurance expenses	56.44	41.50
Subscription & membership fees	179.81	165.71
Electricity	120.53	92.38
Local conveyance	157.89	94.36
Computer and electrical consumables	278.69	230.63
Printing and stationery	3.65	2.77
Bad debts written off	0.72	0.12
Provision for doubtful debts (reversed)/provided	2.06	4.77
Business promotion	5.66	2.48

23. Other expense

(Rupees in Million)

	Year ended March 31, 2024	Year ended March 31, 2023
Bank charges	4.78	3.27
Directors' sitting fees	2.34	2.34
Auditor's remuneration	13.16	11.58
Corporate Social Responsibility ("CSR") expenditure (refer details below)	83.06	63.38
Loss on fair valuation of non current investment	1.16	-
Miscellaneous expense	15.32	19.28
	6,261.10	4,888.98

Research and development expenditure:

In-house research and development centre ("R&D") of the Company is located in Mumbai. The aggregate expenditure on research and development activities in the in-house R&D centre is as follows:

Revenue expenditure	255.00	156.54
Capital expenditure	-	-
	255.00	156.54

Payments to auditors:**As auditor**

Audit fee	6.94	5.63
Limited review	5.75	5.47
Other services (certification fees)	0.47	0.48
Reimbursement of expenses	-	-
	13.16	11.58

Details of CSR expenditure:

Gross amount required to be spent by the Company during the year: Rs. 87.44 (March 31, 2023: Rs. 65.63) million. Gross amount approved by the board to be spent during the year: Rs. 87.44 (March 31, 2023: Rs.65.63) million.

Nature of CSR activities:

The Company contributes to NGOs to support initiatives that measurably improve the lives of underprivileged by one or more of the focus areas such as health, poverty eradication, hunger eradication, education, gender equality, environmental sustainability and such other causes as notified under Section 135 of the Act and Companies (Corporate Social Responsibility Policy) Rules 2014 including any statutory amendments and modifications thereto.

For the year ended March 31, 2024 (Rupees in Million)

	In cash	Yet to be paid in cash	Total
i) Construction/acquisition of any asset	-	-	-
ii) On purposes other than above	78.85	4.21	83.06
iii) Administrative expenses	4.38	-	4.38

For the year ended March 31, 2023 (Rupees in Million)

	In cash	Yet to be paid in cash	Total
i) Construction/acquisition of any asset	-	-	-
ii) On purposes other than above	63.38	-	63.38
iii) Administrative expenses	3.28	-	3.28

CSR amount spent or unspent for the financial year

	Year ended March 31, 2024	Year ended March 31, 2023
Contribution to charitable trusts *	78.85	63.38
Unspent amount in relation to:		
Ongoing project	4.21	-
Other than ongoing project	-	-
	83.06	63.38

* none of the charitable trusts are related party

24. Details of non - current investments

(Rupees in Million)

	As at March 31		Currency	Face value	As at March 31	
	2024	2023			2024	2023
	No. of shares/units				Rupees in Million	
Non current investments (Unquoted, carried at cost)						
Investments in equity shares of subsidiaries (fully paid up)						
eClerx LLC (Refer Note 5)	135	135	USD	1	1,877.16	1,798.49
eClerx Limited (Refer Note 5)	100	100	GBP	1	68.49	49.55
eClerx Private Limited (Refer Note 5)	1	1	SGD	1	14.21	9.02
eClerx Investments (UK) Limited (Refer Note 5)	52,51,224	52,51,224	GBP	1	504.38	498.98
Investments in preference shares (fully paid up) of subsidiaries						
eClerx LLC (Refer Note 5)	74	74	USD	1	1,244.03	1,244.02
eClerx Investments (UK) Limited (Refer Note 5)	82,72,093	82,72,093	GBP	1	827.99	827.99
eClerx Investments Limited (Refer Note 5)	77,76,000	77,76,000	GBP	1	605.67	605.67
					5,141.93	5,033.72
Less: Provision for diminution in value of investment					(605.67)	(605.67)
					4,536.26	4,428.05
Non current investments (Unquoted, carried at fair value through profit and loss)						
Talentick Edusolutions Private Limited (Refer note 5)	8,000	8,000	Re.	1	2.40	2.40
Stellaris Venture Partners India Trust II (Refer note 5)	530	400	Re.	1,00,000	49.95	38.11
Total					4,588.61	4,468.56

25. Details of current investments

(Rupees in Million)

	As at March 31		As at March 31	
	2024	2023	2024	2023
	Number of units		Rupees in Million	
Quoted, carried at fair value through profit and loss				
Investment in mutual funds				
Aditya Birla Sun Life Overnight Fund- Growth- Direct Plan	-	2,64,107	-	320.21
HDFC Liquid Fund- Direct Plan- Growth Option	73,890	-	350.51	-
Kotak Overnight Fund Direct- Growth	-	2,40,973	-	288.15
ICICI Prudential Liquid Fund - Direct Plan - Growth	-	6,36,062	-	211.93
Bandhan Ultra Short Term Fund Direct Plan (earlier known as IDFC Ultra Short Term Fund Direct Plan - Growth)	2,48,67,088	2,48,67,088	349.32	325.31
Bandhan Low Duration Fund-Growth-(Direct Plan) (earlier known as IDFC Low Duration Fund- Growth-(Direct Plan))	34,96,931	34,96,931	125.69	117.08
Bandhan Low Duration Fund-Growth (earlier known as IDFC Low Duration Fund- Growth- (Regular Plan))	66,51,346	66,51,346	234.12	218.63
Invesco India Liquid Fund - Direct Plan Growth	30,316	-	100.49	-
Nippon India Liquid Fund- Growth Plan- Growth Option	59,982	-	350.52	-
Nippon India Overnight Fund- Direct Growth Plan	-	29,96,894	-	360.72
UTI liquid cash plan- Direct Growth Plan	37,835	-	149.75	-
Axis Overnight Fund Direct Growth	-	2,83,843	-	336.52
Kotak Liquid Scheme - Regular - Growth	2,112	24,541	10.22	110.86
Tata Liquid Fund - Direct Plan - Growth	91,987	-	350.49	-
			2,021.11	2,289.41

	Face value		Rupees in Million	
Unquoted, carried at amortised cost				
Investments in current government securities	1,400	-	1,382.86	-
			1,382.86	-
Total current investments			3,403.97	2,289.41

26. Components of Other Comprehensive Income ("OCI")

The disaggregation of changes to OCI by each type of reserve in equity is shown below:

(Rupees in Million)

During the year ended March 31, 2024:

	Cash flow hedge reserve	Retained earnings	Total
Net movement on cash flow hedges	235.31	-	235.31
Income tax effect on net movement on cash flow hedges	(59.22)	-	(59.22)
Remeasurement losses on defined benefit plans	-	(44.21)	(44.21)
Income tax effect on remeasurement gains/(loss) on defined benefit plans	-	11.13	11.13
	176.09	(33.08)	143.01

During the year ended March 31, 2023:

	Cash flow hedge reserve	Retained earnings	Total
Net movement on cash flow hedges	(286.28)	-	(286.28)
Income tax effect on net movement on cash flow hedges	72.05	-	72.05
Remeasurement losses on defined benefit plans	-	(13.06)	(13.06)
Income tax effect on remeasurment gains/(losses) on defined benefit plans	-	3.29	3.29
	(214.23)	(9.77)	(224.00)

27. Earnings per share ("EPS")

The basic earnings per equity share are computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding during the reporting period. The number of shares used in computing diluted earnings per share comprises the weighted average number of equity shares considered for deriving basic earnings per equity share, and also the weighted average number of equity shares, which would be issued on the conversion of all dilutive potential equity shares into equity shares, unless the results would be anti-dilutive.

The following reflects the income and share data used in the basic and diluted EPS computations:

	As at March 31, 2024	As at March 31, 2023
Profit attributable to equity holders (Rupees in Million)	3,570.43	3,784.02
Weighted average number of equity shares for basic EPS*	4,81,80,207	4,94,98,018
Dilutive impact of employee stock options*	8,20,599	8,15,555
Weighted average number of equity shares adjusted for the effect of dilution*	4,90,00,806	5,03,13,573

Earnings per equity share (in Rs.)

Basic	74.11	76.45
Diluted	72.86	75.21

*The weighted average number of shares takes into account the weighted average effects of changes in treasury share transaction during the year.

28. Gratuity benefit plans

(Rupees in Million)

The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the Act, the employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age. The gratuity scheme is managed by a trust which regularly contributes to insurance service provider which manages the funds of the trust. The fund's investments are managed by certain insurance companies as per the mandate provided to them by the trustees and the asset allocation is within the permissible limits prescribed in the insurance regulations. The Company recognises actuarial gains and losses immediately in other comprehensive income, net of taxes.

The following tables summarise the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet:

	March 31, 2024	March 31, 2023
Current service cost	51.48	47.60
Interest cost on benefit obligation	29.12	25.53
Return on plan assets (excluding amounts included in net interest expense)	(1.20)	(0.78)
	79.40	72.35

	Defined benefit obligation	Fair value of plan assets	Net Total
Employee benefit liability as on April 1, 2022	372.83	11.26	361.57
Gratuity cost charged to statement of profit and loss			
Current service cost	47.60	-	47.60
Net interest expense	25.53	-	25.53
Return on plan assets (excluding amounts included in net interest expense)		0.78	(0.78)
Sub-total included in statement of profit and loss (refer note 21)	73.13	0.78	72.35
Benefits paid			
from fund	(62.82)	(62.82)	-
paid by employer	-	-	-
Remeasurement (gain) / losses in other comprehensive income			
Actuarial changes arising from changes in demographic assumptions	-	-	-
Actuarial changes arising from changes in financial assumptions	(21.80)	-	(21.80)
Experience adjustments	34.86	-	34.86
Sub-total of remeasurement losses included in OCI	13.06	-	13.06
Contributions by employer	-	66.98	(66.98)
Employee benefit liability as on March 31, 2023	396.20	16.20	380.00
Employee benefit liability as on April 1, 2023	396.20	16.20	380.00
Gratuity cost charged to statement of profit and loss			
Current service cost	51.48	-	51.48
Net interest expense	29.12	-	29.12
Return on plan assets (excluding amounts included in net interest expense)	-	1.20	(1.20)
Sub-total included in statement of profit and loss (refer note 21)	80.60	1.20	79.40
Benefits paid			
from fund	(33.59)	(33.59)	-
paid by employer	-	-	-
Remeasurement losses in other comprehensive income			
Actuarial changes arising from changes in demographic assumptions	-	-	-
Actuarial changes arising from changes in financial assumptions	8.16	-	8.16
Experience adjustments	36.05	-	36.05
Sub-total of remeasurement losses included in OCI	44.21	-	44.21
Contributions by employer	-	40.00	(40.00)
Employee benefit liability as on March 31, 2024	487.42	23.81	463.61

The principal assumptions used in determining gratuity obligations of the Company are shown below:

	March 31, 2024 %	March 31, 2023 %
Discount rate:		
India gratuity plan	7.19	7.35
Future salary increases:		
India gratuity plan	6.00	6.00
Assumption:		
Expected return on plan assets	7.19	7.35
Employee turnover:		
a. For service 4 years and below (p.a.)	33.00	33.00
b. For service 5 years and above (p.a.)	4.00	4.00

Mortality Rate During Employment is based on report of Indian Assured Lives Mortality (2012-14).

A quantitative sensitivity analysis for significant assumption is as shown below:

Increase/ (Decrease) on account of:		
Effect of +1% Change in discount rate	(47.75)	(38.75)
Effect of -1% Change in discount rate	56.20	45.61
Effect of +1% Change in future salary increases	46.52	37.94
Effect of -1% Change in future salary increases	(41.70)	(33.94)
Effect of +1% Change in employee turnover	6.21	6.16
Effect of -1% Change in employee turnover	(7.23)	(7.10)

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

The following payments are expected contributions to the defined benefit plan in future years:

	March 31, 2024	March 31, 2023
Within the next 12 months (next annual reporting period)	24.41	22.78
Between 2 and 5 years	105.62	85.87
Between 5 and 10 years	161.85	126.70
Total expected payments	291.88	235.35

The average duration of the defined benefit plan obligation at the end of the reporting period is 12 years (March 31, 2023: 12 years).

29. Share-based payments

Employee Stock Option Plan

Under the employee stock option plan, the Company, grants options to senior executive employees of the Company and its subsidiaries as approved by the Nomination and Remuneration Committee. Vesting period is three years from the date of grant. Further, vesting of certain portion of the stock options is dependent on the Compounded Annual Growth Rate of the organic operating revenues of the Company. The fair value of the stock options is estimated at the grant date using a Black and Scholes model, taking into account the terms and conditions upon which the share options were granted. The contractual term of each option granted is six years. There are no cash settlement alternatives. The Company does not have a past practice of cash settlement of these options.

The expense recognised for employee services received during the year is shown in the following table:

	March 31, 2024	March 31, 2023
Expense arising from equity-settled share-based payment transactions	81.43	12.46
Total expense arising from share-based payment transactions	81.43	12.46

ESOP 2015 scheme:

Pursuant to the applicable requirements of the erstwhile Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("the SEBI guidelines"), the Company had framed and instituted Employee Stock Option Plan 2015 ("ESOP 2015") to attract, retain, motivate and reward its employees and to enable them to participate in the growth, development and success of the Company.

ESOP 2015 envisages an eClerx Employee Welfare Trust ("ESOP Trust") which is authorised for secondary acquisition. During the year ended March 2024, ESOP trust has bought 206,830 shares (March 31, 2023: 231,163 shares) from open market. As at March 31, 2024, ESOP Trust holds 793,117 shares (March 31, 2023 : 991,380) of the Company and it will acquire additional equity shares at prevailing market price to meet requirements of ESOP 2015 scheme.

Movements during the year

The following table illustrates the number and weighted average exercise prices (WAEP) of, and movements in, share options during the year under ESOP 2015 scheme:

	March 31, 2024	March 31, 2024	March 31, 2023	March 31, 2023
	No. of options	WAEP	No. of options	WAEP
Outstanding at the beginning of the year	16,26,301	813.26	10,33,741	839.78
Granted during the year	6,64,980	1,419.81	3,32,220	2,149.95
Adjusted for Bonus*	-	-	6,29,300	-
Forfeited during the year	68,915	1,219.38	85,425	805.45
Exercised during the year	4,13,446	404.87	2,83,535	658.81
Outstanding at the end of the year	18,08,920	1,114.10	16,26,301	813.26
Exercisable at the end of the year	2,56,065		2,69,506	

*Adjusted to give the effect of bonus equity shares issued in the previous year ended March 31, 2023.

The weighted average remaining contractual life for the share options outstanding as at March 31, 2024 was 3.77 years (March 31, 2023: 3.66 years).

The range of exercise prices for options outstanding at the end of the year was Rs. 275.35 to 1433.30 (March 31, 2023: 275.35 to Rs. 1,433.30).

The weighted average fair value of options granted during the year was Rs. 509.89 (March 31, 2023: Rs.511.48*)

The average vesting period is 3 years and exercise period is 3 years from the date of vesting.

The following tables lists the inputs to the models used for fair valuation of the options granted :

	For the year ended March 31,2024	For the year ended March 31,2023
Date of grant	May 25, 2023	May 24, 2022
Dividend yield (%)	4.76	4.10
Expected volatility (%)	47.88	47.44
Risk-free interest rate (%)	6.83	6.96
Expected life of share options (years)	4.35	4.36
Model used	Black and Scholes	Black and Scholes
Stock Price (Rs.)	1,480.85	1,449.17*
Exercise Price (Rs.)	1,419.81	1,433.30*

*Adjusted to give the effect of bonus equity shares issued in the previous year ended March 31, 2023.

The expected life of the share options is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome.

30. a. Leases

(Rupees in Million)

Company as lessee

The Company has entered into commercial property leases for its offices.

The changes in the carrying values of right-of-use asset for the year ended March 31, 2024 and March 31, 2023 are given below.

Gross carrying value

As at April 01, 2022	1,322.21
Additions	485.38
Deletions	-
Adjustment on account of lease modification	(33.74)

As at March 31, 2023	1,773.85
Additions	1,001.57
Deletions	13.03
Adjustment on account of lease modification	-
As at March 31, 2024	2,762.39
Depreciation and impairment	
As at April 1, 2022	569.77
Depreciation charge for the year	226.44
Deletions	-
As at March 31, 2023	796.21
Depreciation charge for the year	257.70
Deletions	13.03
As at March 31, 2024	1,040.88
Net Book Value	
As at March 31, 2024	1,721.51
As at March 31, 2023	977.64

Set out below are the carrying amounts of lease liabilities and the movements during the the year ended March 31, 2024 and March 31, 2023:

As at April 01, 2022	1,068.06
Additions	485.38
Deletions	-
Adjustment on account of lease modification	(88.33)
Accretion of interest	162.40
Repayments	(380.97)
As at March 31, 2023	1,246.54
Additions	1,005.51
Deletions	-
Adjustment on account of lease modification	(16.05)
Accretion of interest	187.13
Repayments	(431.41)
As at March 31, 2024	1,991.72

	March 31, 2024	March 31, 2023
Current	226.06	252.51
Non-current	1,765.66	994.03
	1,991.72	1,246.54

The maturity analysis of undiscounted lease liabilities as at March 31, 2024 and March 31, 2023 are as follows:

	March 31, 2024	March 31, 2023
Less than 1 year	428.59	366.11
1 to 5 years	1,713.13	1,074.66
>5 years	1,047.50	493.17
	3,189.22	1,933.94

The following amounts are recognised in Statement of Profit and Loss for the year ended March 31, 2024:

	March 31, 2024	March 31, 2023
Depreciation expenses on right-of-use assets	257.70	204.54
Interest expense on lease liabilities	187.13	162.40
	444.83	366.94

The Company had total cash outflows for leases of Rs. 431.41 million for the year ended March 31, 2024 (March 31, 2023: 380.97 million).

The minimum rental payments to be made in future in respect of leases to which the Company has chosen to apply the practical expedient as per the standard as of March 31, 2024 is as follows:

	March 31, 2024	March 31, 2023
Less than 1 year	29.13	3.60
1 to 5 years	0.04	-
>5 years	-	-
	29.17	3.60

30. b. Commitments

Capital Commitments	March 31, 2024	March 31, 2023
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	32.09	29.36

30. c. Contingent liabilities

(Rupees in Million)

Contingent liabilities	March 31, 2024	March 31, 2023
Income tax demands (refer note a)	359.38	578.85
Indirect tax demands (refer note b & c)	13.49	6.19

Notes:

- (a) The Company has received Income tax demands amounting to Rs. 359.38 million (including interest) for financial years 2009-10 to 2021-22 against which appeals are pending with Commissioner of Income Tax (Appeals) and Income Tax Appellate Tribunal.
- (b) The Company has received Service tax demands amounting to Rs. 6.19 million (excluding interest and penalties) for the period April 2007 to March 2013 against which appeals are pending with Central Excise and Service Tax Appellate Tribunal.
- (c) The Company has received GST Assessment Order for demands amounting to Rs. 7.30 million (excluding interest and penalties) for the period July 2017 to March 2018 against which appeals are pending with Commissioner Appeal. There is remote chance to materialize the demand.

Company's appeals are pending with Central Excise and Service Tax Appellate Tribunal.

The amounts represent best possible estimates arrived at on the basis of available information. The uncertainties and possible reimbursements are dependent on the outcome of the different legal processes which have been invoked by the Company or the claimants as the case may be and therefore cannot be predicted accurately. The Company engages reputed professional advisors to protect its interest and has been advised that it has strong legal positions against each of such disputes. The Management including its tax advisors expect that its position will likely be upheld on ultimate resolution and probability of any tax demand materialising against the Company is remote. Hence, no provision has been made in the financial statements for these disputes except Rs 15.22 million (March 31, 2023: 9.81 million) has been provided as per requirement of Appendix C to Ind AS 12 Income taxes.

With respect to tax refund claims for the period July 2014 till March 2017 to the extent rejected by the Services Tax Department for Rs. 2.08 million, the

31. Related party transactions**A. Related Parties and Key Management Personnel****Name of related party and related party relationship****Related party under Ind AS 24 – Related Party Disclosures and as per Companies Act, 2013****(a) Where control exists:**

1. eClerx Limited (wholly owned subsidiary)
2. eClerx LLC (wholly owned subsidiary)
3. eClerx Private Limited (wholly owned subsidiary)
4. eClerx Investments (UK) Limited (wholly owned subsidiary)
5. CLX Europe S.P.A. (100% subsidiary of eClerx Investments (UK) Limited)
6. eClerx B.V. (100% subsidiary of eClerx Investments (UK) Limited)
7. CLX Europe Media Solution GmbH (100% subsidiary of CLX Europe S.P.A.)
8. CLX Europe Media Solution Limited (100% subsidiary of CLX Europe Media Solutions GmbH)
9. CLX Thai Company Limited (49% holding of CLX Europe S.P.A.)
10. eClerx Canada Limited (wholly owned subsidiary of eClerx Investments (UK) Limited)
11. Eclipse Global Holdings LLC (100% subsidiary of eClerx LLC)
12. Personiv Contact Centers LLC (100% subsidiary of Eclipse Global Holdings LLC)
13. ASEC Group, LLC (100% subsidiary of Eclipse Global Holdings LLC)
14. AGR Operations Manila Inc. (99.99% holding of Personiv Contact Centers LLC)
15. AG Resources (India) Private Limited. (99.98% holding by Personiv Contact Centers LLC)
16. Personiv Contact Centers India Private Limited. (99.85% holding by Personiv Contact Centers LLC)
17. eClerx PTY Ltd (100% subsidiary of eClerx Investments (UK) Limited)
18. eClerx Me Information Technology Consultants LLC (100% subsidiary of eClerx Investments (UK) Limited)
19. eClerx Switzerland SA (100% subsidiary of eClerx Investments (UK) Limited)

(b) Key Management Personnel:

1. PD. Mundhra (Executive Director)	9. Alok Goyal (Non-Executive Independent Director) (Resigned w.e.f August 10, 2022)
2. Anjan Malik (Non-Executive Director)	10. Deepa Kapoor (Non-Executive Independent Director)
3. Kapil Jain (Managing Director & Group CEO) (w.e.f. May 25, 2023)	11. Shailesh Kekre (Non-Executive Independent Director)
4. Rohitash Gupta (Chief Financial Officer) (Resigned w.e.f May 12, 2022)	12. Srinjay Sengupta (Non-Executive Independent Director)
5. Srinivasan Nadadhur (Chief Financial Officer) (w.e.f May 12, 2022)	13. Naval Bir Kumar (Non-Executive Independent Director) (w.e.f. August 09, 2022)
6. Pratik Bhanushali (Company Secretary)	14. Naresh Chand Gupta (Non-Executive Independent Director) (w.e.f. August 09, 2022)
7. Biren Gabhawala (Non-Executive Independent Director)	15. Bala C Deshpande (Non-Executive Independent Director) (w.e.f. May 25, 2023)
8. Anish Ghoshal (Non-Executive Independent Director - Chairman)	

B. Details of Related Party & Key Management Personnel Transactions:

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year.

Transactions with Wholly owned subsidiaries / Step down subsidiaries:

(Rupees in Million)

Name	Nature of Transaction	Transactions during the year		Outstanding Balance as at	
		March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
eClerx Limited	Sales and marketing services by subsidiary to the Company	750.30	571.24	198.06 Payable	148.14 Payable
	Professional services by subsidiary to the Company	329.50	-		
	Expense incurred by subsidiary on behalf of the Company	0.39	0.30		
	Amount received by the Company on behalf of the subsidiary	7.08	1.02		
	Information Technology Enabled Services ("ITES") services by subsidiary to the Company	106.81	91.39		
	Amount received by subsidiary on behalf of the Company	17.97	50.56	2.70 Receivable	1.93 Receivable
	Expense incurred by Company on behalf of the subsidiary	-	0.30		
	ITES services by the Company to subsidiary company	7.99	0.86		
eClerx LLC	Sales and marketing services by subsidiary to the Company	2,937.20	2,536.12	865.12 Payable	701.30 Payable
	Amount received by the Company on behalf of the subsidiary	17.25	50.69		
	ITES services by subsidiary to the Company	154.19	116.60		

(Rupees in Million)

Name	Nature of Transaction	Transactions during the year		Outstanding Balance as at	
		March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
eClerx LLC	Expense incurred by subsidiary on behalf of the Company	40.00	22.95		
	Expense incurred by the Company on behalf of subsidiary	1.57	0.75	39.45 Receivable	56.63 Receivable
	Amount received by subsidiary on behalf of the the Company	106.82	150.13		
	ITES services by the Company to subsidiary company	410.68	371.27		
	Investment in subsidiary	-	-		
Personiv Contact Centers India Private Limited	Expense incurred by subsidiary on behalf of the Company	0.80	-	5.20 Payable	-
	Assets purchased by the company from the subsidiary	4.40	-		
ASEC Group, LLC	ITES services by subsidiary to the Company	89.11	81.65	22.02 Payable	13.38 Payable
	ITES services by the Company to subsidiary company	8.58	3.35	-	0.93 Receivable
eClerx Private Limited	Sales and marketing services by subsidiary to the Company	190.75	124.34	53.46 Payable	31.87 Payable
	ITES services by subsidiary to the Company	117.88	205.87		
	Expense incurred by subsidiary on behalf of the Company	-	-	5.69 Receivable	3.30 Receivable
	ITES services by the Company to the subsidiary	56.25	40.53		
CLX Europe S.P.A.	ITES services provided by subsidiary to the Company	42.51	43.96	-	9.14 Payable
	ITES services provided by the Company to subsidiary	166.15	173.30	24.55 Receivable	33.22 Receivable
eClerx Canada Limited	Sales and marketing services by subsidiary to the Company	42.63	40.18	13.21 Payable	10.62 Payable
	ITES services by subsidiary to the Company	13.25	0.72		
eClerx Australia PTY	Sales and marketing services by subsidiary to the Company	123.40	33.71	4.39 Payable	9.46 Payable
	ITES services by subsidiary to the Company	37.81	8.38		
Eclerx Me Information Technology Consultants L.L.C	Sales and marketing services by subsidiary to the Company	7.28	-	2.46 Payable	-
eClerx B.V.	Sales and marketing services by subsidiary to the Company	21.26	39.28	5.49 Payable	0.14 Payable
	ITES services by subsidiary to the Company	-	12.11		

Terms and conditions of transactions with related parties

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. There have been no guarantees provided or received for any related party receivables or payables. Outstanding balances at the year end are unsecured and interest free and settlement occurs through banks.

Transactions with key management personnel

(Rupees in Million)

Name	Nature of Transaction	31-Mar-24	31-Mar-23
Anjan Malik	Dividend	11.75	9.01
PD. Mundhra	Dividend	11.80	9.01
Srinivasan Nadadhur	Dividend	0.02	0.01
Biren Gabhawala	Dividend	0.01	0.01
Anish Ghoshal	Dividend	0.00	0.00
Biren Gabhawala	Commission & Sitting Fees	3.50	3.56
Anish Ghoshal	Commission & Sitting Fees	3.50	3.62
Alok Goyal	Commission & Sitting Fees	-	1.27
Deepa Kapoor	Commission & Sitting Fees	3.50	3.56
Shailesh Kekre	Commission & Sitting Fees	3.50	3.56
Srinjay Sengupta	Commission & Sitting Fees	3.50	3.56
Naresh Chand Gupta	Commission & Sitting Fees	3.50	2.24
Naval Kumar Bir	Commission & Sitting Fees	3.50	2.24
Roshini Bakshi	Commission & Sitting Fees	-	0.27
Bala C Deshpande	Commission & Sitting Fees	2.97	-
PD. Mundhra	Buy Back of shares	-	702.70
Anjan Malik	Buy Back of shares	-	702.40
Srinivasan Nadadhur	Buy Back of shares	-	1.04
Pratik Bhanushali	Buy Back of shares	-	0.01

Compensation of key management personnel of the Company

(Rupees in Million)

	March 31, 2024	March 31, 2023
PD Mundhra		
Short-term employee benefits	27.60	27.60
Rohitash Gupta		
Short-term employee benefits	-	2.18
Share-based payment	-	4.88
Srinivasan Nadadhur		
Short-term employee benefits	16.60	14.69
Share-based payment	3.23	2.40
Pratik Bhanushali		
Short-term employee benefits	6.11	5.27
Total compensation paid to key management personnel	53.54	57.02

Note: The remuneration to the key management personnel are on accrual basis and does not include the provisions made for gratuity, carry forward leave benefits and any long-term benefits payable, as they are determined on an actuarial basis for the Company as a whole.

The amounts disclosed in the table are the amounts recognised as an expense during the reporting period related to key management personnel except share based payment which is disclosed on the basis of shares exercised.

32. Segment Information

(Rupees in Million)

The Board of Directors i.e. Chief Operating Decision Maker ("CODM") evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by reportable segments. The Company operates under a single reportable segment which is data management, analytics solutions and process outsourcing services. Further the risks and rewards under various geographies where the Company operates are similar in nature.

The following tables present revenue and assets information regarding the Company's geographical segments:

	For the year ended	
	March 31, 2024	March 31, 2023
Revenue from customers		
United States of America	15,734.50	13,795.62
United Kingdom	1,175.90	1,094.02
Europe	1,984.17	2,371.38
Asia Pacific	2,053.73	1,628.68
Total Revenue	20,948.30	18,889.70

The Company has one customer with revenue greater than 10% each of total company revenue totalling Rs. 3,973.62 for the year ended March 31, 2024 and two customers with revenue greater than 10% each of total company revenue totalling Rs.5,097.43 million for the year ended March 31, 2023.

	As at March 31, 2024	As at March 31, 2023
Non - current operating assets		
Asia Pacific	2,835.30	2,031.07
Total Assets	2,835.30	2,031.07

Note:

- Non-current operating assets for this purpose consists of property plant and equipment, right-of-use assets,

33. Hedging activities and derivatives**Cash Flow Hedges****Foreign currency risk**

Foreign exchange forward contracts measured at fair value through OCI are designated as hedging instruments in cash flow hedges of forecast sales in US Dollars. These forecast transactions are highly probable, and they comprise about 66.11% of the Company's total expected sales in US dollars. The foreign exchange forward contract balances vary with the level of expected foreign currency sales and changes in the foreign exchange forward rate. The terms of foreign currency forward contracts match with the terms of the expected highly probable forecast transactions. As a result, no hedge ineffectiveness arises requiring recognition through profit or loss.

March 31, 2024

Type of Hedge and Risks	Nominal Value (Rupees in Million)	Carrying amount of hedging instrument (Rupees in Million)		Maturity date	Weighted average forward rate
		Assets	Liabilities		
Cash flow hedges					
Foreign currency risk					
Foreign exchange forward contracts - USD	18,995.42	111.89	-	April 2024 - March 2026	84.88

March 31, 2023

Type of Hedge and Risks	Nominal Value (Rupees in Million)	Carrying amount of hedging instrument (Rupees in Million)		Maturity date	Weighted average forward rate
		Assets	Liabilities		
Cash flow hedges					
Foreign currency risk					
Foreign exchange forward contracts - USD	16,064.29	4.58	128.00	April 2023 - March 2025	82.89

The cash flow hedges of the expected future sales during the year ended March 31, 2024 were assessed to be highly effective and a net unrealised gain of Rs.111.89 million, with deferred Tax liability of Rs. 28.16 million relating to the hedging instruments, is included in OCI. Comparatively, the cash flow hedges of the expected future sales during the year ended March 31, 2023 were assessed to be highly effective and net unrealised loss of Rs. 123.42 million, with a deferred tax asset of Rs.31.06 million was included in OCI in respect of these contracts.

The amounts reclassified from OCI to profit or loss for the year ended March 31, 2024, amounts to loss of Rs.81.06 million (March 31, 2023: loss of Rs. 337.04 million).

34. Fair values

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:

	Carrying value		Fair value	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Fair value through profit or loss (FVTPL) financial investments	2,073.46	2,329.92	2,073.46	2,329.92
Foreign exchange forward contracts - (Liabilities) / Assets	111.89	(123.42)	111.89	(123.42)
Total	2,185.35	2,206.50	2,185.35	2,206.50

The management assessed that cash and cash equivalents, other bank balances, trade receivables, other financial assets, trade payables and other financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

The fair values of the financial assets carried at fair value through profit and loss ("FVTPL") classified as "Level 1" are derived from quoted market prices in active markets. The cost of unquoted investments included in "Level 3" of fair value hierarchy approximate their fair value because there is a wide range of possible fair value measurements and the cost represents estimate of fair value within that range.

The Company enters into derivative financial instruments with various counterparties. Foreign exchange forward contracts are valued using valuation techniques, which employs the use of market observable inputs. The valuation techniques include forward pricing using present value

calculations. The model incorporates various inputs including the foreign exchange spot and forward rates, yield curves of the respective currencies, currency basis spreads between the respective currencies, interest rate curves and forward rate curves of the underlying currency. As at March 31, 2024, the marked-to-market value of derivative asset / (liability) positions should be net of credit valuation adjustment attributable to derivative counterparty default risk. The changes in counterparty credit risk had no material effect on the hedge effectiveness assessment for derivatives designated in hedge relationships recognised at fair value.

The fair value of security deposit that carries no interest is measured at the present value by discounting using the prevailing market rate of interest for a similar instrument with a similar credit rating.

35. Fair value hierarchy

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities.

Quantitative disclosures of fair value measurement hierarchy for assets as at March 31, 2024:

(Rupees in Million)

	Date of valuation	Fair value measurement using			
		Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets / (Liabilities) measured at fair value:					
Foreign exchange forward contracts	March 31, 2024	111.89	-	111.89	-
FVTPL financial investments (refer note 34):					
Investments in quoted mutual funds	March 31, 2024	2,021.11	2,021.11	-	-
Investments in unquoted equity share / fund	March 31, 2024	52.35	-	-	52.35

Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2023:

	Date of valuation	Fair value measurement using			
		Total	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
			(Level 1)	(Level 2)	(Level 3)
Assets / (Liabilities) measured at fair value:					
Foreign exchange forward contracts	March 31, 2023	(123.42)	-	(123.42)	-
FVTPNL financial investments (refer note 34):					
Investments in quoted mutual funds	March 31, 2023	2,289.41	2,289.41	-	-
Investments in unquoted equity shares / fund	March 31, 2023	40.51	-	-	40.51

36. Financial risk management objectives and policies

The Company's principal financial liabilities, other than derivatives and lease liabilities, comprises trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade and other receivables, cash and cash equivalents and other bank balances that derive directly from its operations. The Company also holds FVTPNL investments and enters into derivative transactions.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management provides assurance to the Board of Directors that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. All derivative activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervision. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken which is consistent with the Company's foreign risk management policy. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk mainly comprises of currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include deposits, FVTPNL investments and derivative financial instruments.

The sensitivity analysis in the following sections relate to the position as at March 31, 2024 and March 31, 2023.

The sensitivity analysis have been prepared on the basis that the derivatives and the proportion of financial instruments in foreign currencies are all constant and on the basis of hedge designations in place at March 31, 2024.

The analysis exclude the impact of movements in market variables on: the carrying values of gratuity and other post- retirement obligations; provisions, and the non-financial assets and liabilities of foreign operations.

The following assumptions have been made in calculating the sensitivity analysis:

- The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2024 and March 31, 2023 including the effect of hedge accounting.
- The sensitivity of equity is calculated by considering the effect of any associated cash flow hedges at March 31, 2024 and March 31, 2023 for the effects of the assumed changes of the underlying risk.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency) and the Company's net investment in foreign subsidiaries.

The Company manages its foreign currency risk by hedging transactions that are expected to occur within a maximum 24-month period for hedges of forecasted sales.

When a derivative is entered into for the purpose of being a hedge, the Company negotiates the terms of those derivatives to match the terms of the hedged exposure with forecasted sales.

As at March 31, 2024, the Company hedged 66.11% (March 31, 2023: 62.85%) of its expected foreign currency sales in US dollars. Those hedged sales were highly probable at the reporting date. This foreign currency risk is hedged by using foreign currency forward contracts.

Foreign currency sensitivity

The Company operates internationally and portion of the business is transacted in several currencies and consequently the Company is exposed to foreign exchange risk through its sales and services in overseas.

The Company evaluates exchange rate exposure arising from foreign currency transactions and the Company follows established risk management policies, including the use of derivatives like foreign exchange forward contracts to hedge exposure to foreign currency risk.

The following table demonstrate the sensitivity to a reasonably possible change in USD and EUR exchange rates, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities. The impact on Company's pre-tax equity is due to changes in the fair value of forward exchange contracts designated as cash flow hedges.

(Rupees in Million)

	Change in USD rate	Effect on profit before tax	Effect on pre-tax equity
March 31, 2024	+5%	118.22	-5.59
	-5%	-118.22	5.59
March 31, 2023	+5%	143.45	6.17
	-5%	(143.45)	(6.17)

	Change in EUR rate	Effect on profit before tax	Effect on pre-tax equity
March 31, 2024	+5%	6.82	-
	-5%	-6.82	-
March 31, 2023	+5%	11.26	-
	-5%	(11.26)	-

Equity price risk

The Company's equity price risk is minimal due to no investment in listed securities and minimal investment in non-listed equity securities.

At the reporting date, the exposure to unlisted equity securities at was Rs. 52.35 million (March 31, 2023: Rs. 40.50 million). The value stated is based on net asset value shared by the fund and no sensitivity analysis is done since amount is not material.

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

Trade receivables

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored and followed up.

For trade receivables or contract revenue receivables, the Company follows 'simplified approach' for recognition of impairment loss allowance.

Under the simplified approach, the Company does not track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

Financial instruments and bank deposits

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Company's treasury department on a periodic basis as per the Board of Directors approved Investment policy. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

The Company's maximum exposure relating to financial derivative instruments is noted in note 33 and note 34.

Liquidity risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use

as per requirements. The Company consistently generated sufficient cash flows from operations to meet its financial obligations as and when they fall due.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

(Rupees in Million)

	On demand	Less than 3 months	3 to 12 months	> 1 years	Total
Year ended March 31, 2024					
Other financial liabilities	-	449.68	-	-	449.68
Trade and other payables	-	1,192.33	-	-	1,192.33
	-	1,642.01	-	-	1,642.01

The maturity analysis of lease liabilities are disclosed in Note 30a.

(Rupees in Million)

	On demand	Less than 3 months	3 to 12 months	> 1 years	Total
Year ended March 31, 2023					
Other financial liabilities	-	334.44	-	-	334.44
Trade and other payables	-	939.09	-	-	939.09
	-	1,273.53	-	-	1,273.53

Excessive risk concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry. In order to avoid excessive concentrations of risk, the Company's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio.

37. Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The

Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2024 and March 31, 2023.

38. Audit trail in accounting softwares

The Company has used accounting softwares for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same have operated throughout the year for all relevant transactions recorded in the software, except that audit trail feature is not enabled at the database level insofar as it relates to Order to Cash (O2C), Procure to Pay (P2P) and Financial Reporting softwares. Further no instance of audit trail feature being tampered with was noted in respect of other softwares where audit trail has been enabled.

Also, the Company has used an accounting software to maintain payroll records which is operated by a third-party software service provider. Service Organisation Controls report obtained by the management does not cover reporting on audit trail feature to determine whether audit trail feature of the said software was enabled and operated throughout the year for all relevant transactions recorded in the software or whether there were any instances of the audit trail feature being tampered with.

39. Ratio analysis

Ratio	Numerator	Denominator	March 31, 2024	March 31, 2023	%Change	Reason for variance
Current ratio	Current assets	Current liabilities	3.89	2.91	33.53%	Improvement in the current year is on account of increase in cash and bank balance.
Debt-Equity ratio	Total debt (represents lease liabilities)	Shareholder's equity	0.13	0.11	22.43%	
Debt service coverage ratio	Earning for Debt Service = Net profit after taxes + Depreciation and amortisation + Finance cost	Interest + Principal of loans	10.19	11.90	(14.36%)	
Return on equity	Net Profits after taxes	Average Shareholder's Equity	26.73%	32.43%	(17.58%)	
Trade receivable turnover ratio	Net Sales	Average trade receivables	6.35	6.75	(5.98%)	
Trade payable turnover ratio	Net credit purchases	Average Trade Payables	6.50	6.57	(1.06%)	
Net capital turnover ratio	Net Sales	Working capital	2.24	3.24	(31.02%)	Decrease in current year is on account of increase in working capital, primarily in cash and bank balance.
Net profit ratio	Net Profits after taxes	Net Sales	17.04%	20.04%	(14.95%)	
Return on capital employed	Earnings before interest and taxes	Capital employed	29.13%	40.53%	(28.13%)	Return for last year was higher on account of buyback of shares
Return on investment	Income generated from investments in mutual funds and	Average investment in mutual funds	5.33%	6.04%	(11.64%)	

40. Transfer pricing

The Company has a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under sections 92-92F of the Income Tax Act, 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Company appoints independent consultants for conducting a Transfer Pricing Study to determine whether the transactions with associate enterprises are undertaken, during the financial year, on an 'arm's length basis'. Adjustments, if any, arising from the transfer pricing study in the respective jurisdictions shall be accounted for as and when the study is completed for the current financial year. However the management is of the opinion that its international

transactions are at arms' length so that the aforesaid legislation will not have any impact on the financial statements.

41. Relationship with struck off companies

The company did not had any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act 1956 and hence the relevant disclosures are not applicable.

42. Registration of charges

There are no charges or satisfactions which are yet to be registered with the companies beyond the statutory period.

43. Figures for the previous year have been regrouped wherever necessary to conform to those of the current year.

As per our report of even date

For S. R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per Vineet Kedia

Partner

Membership Number: 212230

Place: Mumbai

Date: May 16, 2024

For and on behalf of the Board of Directors of

eClerx Services Limited

CIN: L72200MH2000PLC125319

Kapil Jain

Managing Director & Group CEO

DIN: 10170402

Shailesh Kekre

Director

DIN: 07679583

Srinivasan Nadadhur

Chief Financial Officer

Pratik Bhanushali

Company Secretary and

Compliance Officer

F8538

INDEPENDENT AUDITOR'S REPORT

To the Members of eClerx Services Limited

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying consolidated Ind AS financial statements of eClerx Services Limited (hereinafter referred to as the "Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as the "Group") comprising of the consolidated Balance Sheet as at March 31, 2024, the consolidated Statement of Profit and Loss, including Other Comprehensive Income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated Ind AS financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as the "consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013, as amended (the "Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2024, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our

responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements' section of our report. We are independent of the Group in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the consolidated Ind AS financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the 'Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements' section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated Ind AS financial statements. The results of audit procedures performed by us and by other auditors of components not audited by us, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated Ind AS financial statements.

Key audit matters

Revenue recognition

The Group enters into long term and short-term customer contracts. Revenue from these contracts is recognized in accordance with the requirements of Ind AS 115, Revenue from Contracts with Customers (as described in note 2.3(d) and note 22 of the consolidated Ind AS financial statements). Revenue from sale of services for the year ended March 31, 2024 amounted to Rs 29,255.43 million and unbilled receivables as at March 31, 2024 amounted to Rs 2,214.12 million.

Considering amount and volume of transactions, there is a risk that unbilled revenue at period end date, did not occur or is not as per terms agreed with customers.

How our audit addressed the key audit matter

- Our audit procedures included assessing the Group's revenue recognition accounting policies in accordance with Ind AS 115, Revenue from Contracts with Customers.
- We obtained an understanding of management's internal controls over the revenue process and evaluated whether these were designed in line with the Group's accounting policies. We tested relevant internal controls, including IT controls, over revenue process.
- We tested sample of new revenue contracts entered by the Group, to assess whether revenue has been recognized as per contractual terms and as per Group accounting policies.

Key audit matters	How our audit addressed the key audit matter
	<ul style="list-style-type: none"> We selected sample of revenue transactions with unbilled revenue at the year-end and traced these to underlying terms agreed with customers, proof of service delivery and internal control approvals. Also, we checked ageing of unbilled receivables and tested, on a sample basis, invoices raised subsequent to year end.
Impairment of Goodwill	
<p>The Group's balance sheet includes Rs 3,993.44 million of goodwill, representing 14% of total Group assets. In accordance with Ind AS 36 'Impairment of Assets', these balances are allocated to Cash Generating Units (CGUs) which are tested annually for impairment using discounted cash-flow models of each CGU's recoverable value compared to the carrying value of the assets. A deficit between the recoverable value and the CGU's net assets would result in impairment.</p> <p>The Group's disclosures are included in Note 2.3(i) and Note 31 to the consolidated Ind AS financial statements, which outlines the accounting policy and give method and assumptions used for impairment testing. The inputs to the impairment testing model which have the most significant impact on CGU recoverable value include projected revenue growth, budgeted operating margins and operating cash-flows, pre-tax discount rates and terminal value.</p> <p>The annual impairment testing is considered a significant accounting judgement and estimate and a key audit matter because the assumptions on which the tests are based are highly judgmental and are affected by future market and economic conditions which are inherently uncertain, and because of the materiality of the balances to the consolidated Ind AS financial statements as a whole.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> We performed test of controls over impairment evaluation process. We assessed the Group's methodology applied in determining the CGUs to which goodwill is allocated. In making this assessment, we also evaluated the objectivity and independence of Company's external specialists involved in the process. We assessed the assumptions around the key drivers of the cash flow forecasts including expected growth rates. We involved our valuation specialists to assist in evaluating assumptions of discount rates and terminal growth rates used in the valuation. We also assessed the recoverable value headroom by performing sensitivity testing of key assumptions used. We discussed potential changes in key drivers as compared to previous year / actual performance with management in order to evaluate whether the inputs and assumptions used in the cash flow forecasts were suitable. We tested the arithmetical accuracy of the models. We assessed the disclosures made in the Consolidated Ind AS Financial Statements.

We have determined that there are no other key audit matters to communicate in our report.

Information Other than the Consolidated Ind AS Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated Ind AS financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated Ind AS financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether

such other information is materially inconsistent with the consolidated Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and determine the actions under the applicable laws and regulations.

Responsibilities of Management for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other

comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of their respective companies and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of their respective companies to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of their respective companies.

Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors and whose financial information we have audited, to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits

carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2024 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

We did not audit the financial statements and other financial information, in respect of four subsidiaries whose Ind AS financial statements include total assets of Rs 3,704.61 million as at March 31, 2024, and total revenues of Rs 2,504.58 million and net cash inflow of Rs 148.26 million for the year ended on that date. These Ind AS financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the report of such other auditors.

Our opinion above on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report on separate financial statements of the subsidiary companies incorporated in India, we give in the "Annexure 1" a statement on the matters specified in paragraph 3(xxii) of the Order.
2. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, as noted in the 'other matter' paragraph we report, to the extent applicable, that:
 - (a) We/the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements;
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors except for the matters stated in the paragraph (i)(vi) below on reporting under Rule 11(g);
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;
 - (d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2024 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed

under Section 139 of the Act, of its subsidiary companies, none of the directors of the Group's companies, incorporated in India, is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;

- (f) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph b above on reporting under Section 143(3)(b) and paragraph (i) (vi) below on reporting under Rule 11(g).
- (g) With respect to the adequacy of the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements of the Holding Company and its subsidiary companies, incorporated in India, and the operating effectiveness of such controls, refer to our separate report in "Annexure 2" to this report;
- (h) In our opinion the managerial remuneration for the year ended March 31, 2024 has been paid / provided by the Holding Company and its subsidiaries incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, as noted in the 'Other matter' paragraph':
- i. The consolidated Ind AS financial statements disclose the impact of pending litigations on its consolidated financial position of the Group in its consolidated Ind AS financial statements – Refer Note 34(c) to the consolidated Ind AS financial statements;
 - ii. The Group did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2024;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company during the year ended March 31, 2024. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the subsidiaries incorporated in India during the year ended March 31, 2024; and
- iv. a) The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us that, to the best of its knowledge and belief, no funds have been received by the respective Holding Company or any of such subsidiaries from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

- v. The final dividend paid by the Holding Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.
- As stated in note 14 to the consolidated financial statements, the Board of Directors of the Holding Company, has proposed final dividend for the year which is subject to the approval of the members of the Holding Company at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.
 - No dividend has been declared or paid during the year by subsidiaries companies, incorporated in India.
- vi. Based on our examination which included test checks, the Holding Company and subsidiaries which are companies incorporated in India have used accounting softwares for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that, audit trail feature is not enabled for direct changes to data when using certain access rights in respect of softwares as described in note 44 to the financial statements. Further, during the course of our audit we did not

come across any instance of audit trail feature being tampered with in respect of the accounting softwares where audit trail has been enabled.

- Also, in the absence of Service Organisation Controls report for Holding Company and subsidiaries which are companies incorporated in India, which cover reporting on audit trail feature as stated in note 44, we are unable to comment on whether audit trail feature of the said software was enabled and operated throughout the year for all relevant transactions recorded in the software or whether there were any instances of the audit trail feature being tampered with.

For S.R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per Vineet Kedia

Partner

Membership Number: 212230

UDIN: 24212230BKCYVT7328

Place of Signature: Mumbai

Date: May 16, 2024

ANNEXURE 1

referred to in paragraph [1] under Report on Other Legal and Regulatory Requirements of our report of even date

Re: eClerx Services Limited. (the “Holding Company”)

In terms of the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- There are no qualifications or adverse remarks in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements. Accordingly, the requirement to report on clause 3(xxi) of the Order is not applicable to the Holding Company.

For S.R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per Vineet Kedia

Partner

Membership Number: 212230

UDIN: 24212230BKCYVT7328

Place of Signature: Mumbai

Date: May 16, 2024

ANNEXURE 2

to Independent Auditor's Report of even date on the standalone Ind AS financial statements of eClerx Services Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of eClerx Services Limited (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2024, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary companies (the Holding Company and its subsidiaries together referred to as the "Group"), which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the companies included in the Group, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to these consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these consolidated financial statements was established and maintained and

if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to these consolidated financial statements included obtaining an understanding of internal financial controls with reference to these consolidated financial statements, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to these consolidated financial statements.

Meaning of Internal Financial Controls with Reference to these Consolidated Ind AS Financial Statements

A company's internal financial control with reference to these consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to these consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to these Consolidated Ind AS Financial Statements

Because of the inherent limitations of internal financial controls with reference to these consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to these consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to these consolidated financial statements may become inadequate because of changes in conditions, or that the degree

of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, maintained in all material respects, an adequate internal financial controls with reference to these consolidated financial statements and such internal financial controls with reference to these consolidated financial statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For S.R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per Vineet Kedia

Partner

Membership Number: 212230

UDIN: 24212230BKCYVT7328

Place of Signature: Mumbai

Date: May 16, 2024

CONSOLIDATED BALANCE SHEET

(Rupees in Million)

	Notes	As at March 31, 2024	As at March 31, 2023
Assets			
Non-current assets			
Property, plant and equipment	3	1,273.54	1,060.49
Right of use assets	34.a.	2,347.16	1,529.60
Capital work in progress	3	7.68	208.15
Goodwill	4	3,993.44	3,959.83
Other intangible assets	4	815.31	1,175.15
Financial assets			
Investments	6	140.76	123.27
Derivative instruments	7	15.13	4.58
Other financial assets	10	300.50	287.27
Deferred tax assets (net)	21	591.29	541.37
Non-current tax assets (net)		233.94	218.50
Other non-current assets	11	73.45	55.11
		9,792.20	9,163.32
Current assets			
Inventories	5	6.45	4.54
Financial assets			
Investments	6	3,924.22	2,621.79
Trade receivables	8	4,959.99	4,404.87
Cash and cash equivalents	9.a.	3,539.54	4,180.07
Other bank balances	9.b.	3,381.39	99.22
Other financial assets	10	2,669.17	1,974.36
Derivative instruments	7	96.76	-
Other current assets	12	911.37	410.34
Current tax assets (net)		8.56	18.93
		19,497.45	13,714.12
Total assets		29,289.65	22,877.44
Equity and liabilities			
Equity			
Equity share capital	13	482.32	480.34
Other equity	14	21,992.69	16,668.37
Total equity attributable to shareholders of the Company		22,475.01	17,148.71
Non-controlling interests		19.69	16.83
Total equity		22,494.70	17,165.54
Non-current liabilities			
Financial Liabilities			
Lease liabilities	34.a.	2,248.31	1,501.92
Borrowings	17	-	6.77
Other financial liabilities		0.50	-

	Notes	As at March 31, 2024	(Rupees in Million) As at March 31, 2023
Employee benefit obligations	15	678.20	548.55
Other non-current liabilities	16	2.56	13.85
Deferred tax liabilities (net)	21	95.83	138.40
		3,025.40	2,209.49
Current liabilities			
Financial liabilities			
Lease liabilities	34.a.	409.09	423.81
Derivative instruments	7	-	128.00
Borrowings	17	-	3.08
Trade payables			
Total outstanding dues of Micro enterprises and small enterprises	18.a.	-	0.13
Total outstanding dues of creditors other than Micro enterprises and small enterprises	18.b.	191.61	180.34
Other financial liabilities	19	750.13	607.23
Other current liabilities	20	665.86	694.17
Employee benefit obligations	15	1,628.39	1,367.11
Current tax liabilities (net)		124.47	98.54
		3,769.55	3,502.41
Total equity and liabilities		29,289.65	22,877.44

Summary of material accounting policies

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The accompanying notes form an integral part of these consolidated financial statements.

As per our report of even date
For S. R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

For and on behalf of the Board of Directors of
eClerx Services Limited
CIN: L72200MH2000PLC125319

per Vineet Kedia
Partner
Membership Number: 212230
Place: Mumbai
Date: May 16, 2024

Kapil Jain
Managing Director & Group CEO
DIN: 10170402

Shailesh Kekre
Director
DIN: 07679583

Srinivasan Nadadur
Chief Financial Officer

Pratik Bhanushali
Company Secretary and
Compliance Officer
F8538

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(Rupees in Million)

	Notes	Year ended March 31, 2024	Year ended March 31, 2023
Revenue from operations	22	29,255.43	26,478.97
Other income	23	656.35	659.51
Total Income		29,911.78	27,138.48
Expenses			
Employee benefits expense	24	17,383.93	15,095.25
Cost of technical sub-contractors		658.09	1,106.35
Depreciation and amortisation expense	25	1,257.72	1,140.14
Finance costs	26	234.84	211.62
Other expense	27	3,465.49	3,055.22
Total expense		23,000.07	20,608.58
Profit before exceptional items and taxes		6,911.71	6,529.90
Exceptional item - gain / (loss)	43	(18.35)	-
Profit before taxes		6,893.36	6,529.90
Tax expenses			
Current tax	21	1,801.06	1,741.24
Deferred tax	21	(25.01)	(103.15)
Income tax expense		1,776.05	1,638.09
Profit for the year		5,117.31	4,891.81
Other comprehensive income			
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:			
Remeasurement (losses) / gains on defined benefit plans	28	(66.76)	(18.67)
Income tax effect	21	13.18	4.63
Net other comprehensive income not to be reclassified to profit and loss in subsequent periods		(53.58)	(14.04)
Other comprehensive income to be reclassified to profit or loss in subsequent periods:			
Net movement on cash flow hedges	28	235.31	(286.28)
Deferred tax on net movement on cash flow hedges	21	(59.22)	72.05
Exchange differences on translation of foreign operations	28	86.83	483.81
Net other comprehensive income to be reclassified to profit and loss in subsequent periods		262.92	269.58
Other comprehensive income for the year, net of tax		209.34	255.54
Total comprehensive income for the year, net of tax		5,326.65	5,147.35

	Notes	Year ended March 31, 2024	(Rupees in Million) Year ended March 31, 2023
Profit attributable to:			
Shareholders of the Company		5,114.56	4,888.20
Non- controlling interest		2.75	3.61
Total comprehensive income attributable to:			
Shareholders of the Company		5,323.90	5,143.74
Non- controlling interest		2.75	3.61
Earnings per equity share (in Rs.)			
Basic (Face value of Rs. 10 each)	29	106.15	98.76
Diluted (Face value of Rs. 10 each)	29	104.38	97.15

Summary of material accounting policies

2

The accompanying notes form an integral part of these consolidated financial statements.

As per our report of even date

For S. R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

For and on behalf of the Board of Directors of

eClerx Services Limited

CIN: L72200MH2000PLC125319

per Vineet Kedia

Partner

Membership Number: 212230

Place: Mumbai

Date: May 16, 2024

Kapil Jain

Managing Director & Group CEO

DIN: 10170402

Srinivasan Nadadhur

Chief Financial Officer

Shailesh Kekre

Director

DIN: 07679583

Pratik Bhanushali

Company Secretary and

Compliance Officer

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CONSOLIDATED STATEMENT OF CASHFLOWS

(Rupees in Million)

	Notes	Year ended March 31, 2024	Year ended March 31, 2023
Operating activities			
Profit before tax		6,893.36	6,529.90
Adjustments to reconcile profit before tax to net cash flows by operating activities :			
Depreciation and amortisation expenses	25	1,482.72	1,140.14
Share-based payment expense	24	188.44	74.40
Net foreign exchange differences		(13.91)	(95.79)
Gain on sale of assets	23	(11.73)	(4.25)
Interest income on corporate rent deposits	23	(25.08)	(28.26)
Amortised cost on corporate rent deposits		20.63	19.30
Profit on sale of current investments	23	(116.15)	(106.84)
Dividend income	23	-	(0.02)
Interest income, net	23	(204.34)	(59.49)
Bad debts written off	27	7.43	(0.96)
Provision for bad debts	27	2.73	6.72
Finance cost	26	234.84	211.62
Fair value loss / (gain) on financial instruments at fair value through profit and loss	23 & 27	(50.89)	(36.71)
Gain on lease Modification	23	(83.49)	(54.60)
Other adjustments	28	(61.03)	(14.80)
		8,263.53	7,580.36
Working capital adjustments:			
Increase in trade receivables		(551.66)	(1,124.01)
(Increase) / Decrease in inventories		(1.91)	0.69
Increase in other current and non current financial assets		(698.02)	(251.22)
(Increase) / Decrease in other current and non current assets		(535.08)	220.12
Increase in employee benefit obligations		390.93	83.90
Increase in trade payables, other current and non current liabilities and provisions		114.26	197.93
Cash generated by operating activities		6,982.05	6,707.77
Income taxes paid (net of refunds)		(1,723.13)	(1,782.03)
Net cash generated flows from operating activities		5,258.92	4,925.74
Investing activities			
Proceeds from sale of current investments		15,464.68	15,477.19
Purchase of current investments		(16,528.93)	(16,017.13)
Purchase of non current investments		(88.62)	(102.77)
Investment in bank deposits (having original maturity of more than three months)		(4,491.60)	(1,078.83)
Redemption/maturity of bank deposits (having original maturity of more than three months)		1,202.26	1,713.75
Proceeds from sale of property, plant and equipment		31.41	7.02
Purchase of property, plant and equipment and intangibles (including capital work in progress)		(673.91)	(907.59)
Dividend received		-	0.02
Interest received		205.93	64.57
Net cash flows (used in) / generated from investing activities		(4,878.78)	(843.77)

(Rupees in Million)

	Notes	Year ended March 31, 2024	Year ended March 31, 2023
Financing activities			
Money received from exercise of options		150.22	218.62
Purchase of treasury shares by eClerx Employee Welfare Trust		(458.65)	(383.42)
Buyback of equity shares*		-	(2,957.60)
Buyback expenses		(5.74)	(29.84)
Tax on Buyback*		-	(621.11)
Payment of dividend		(48.22)	(33.11)
Payment of unclaimed dividend and fractional share		(0.01)	(0.18)
Bank loan (repaid) / availed		(9.85)	8.19
Finance cost - Lease		(234.84)	(211.37)
Principal payment - Lease		(457.98)	(391.04)
Net cash flows used in financing activities		(1,065.07)	(4,400.86)
Effect of exchange fluctuation on cash and cash equivalents		44.40	295.94
Net (decrease) / increase in cash and cash equivalents		(640.53)	(22.95)
Cash and cash equivalents at the beginning of the year	9(a)	4,180.07	4,203.02
Cash and cash equivalents at the end of the year	9(a)	3,539.54	4,180.07

* Net after elimination of amount pertaining to buyback of shares held by eClerx Employee Welfare Trust
Note: Non cash transactions relating to investing and financing activities (Refer note 13 and 34.a.)

Summary of material accounting policies

2

The accompanying notes form an integral part of these consolidated financial statements.

As per our report of even date

For S. R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

For and on behalf of the Board of Directors of

eClerx Services Limited

CIN: L72200MH2000PLC125319

per Vineet Kedia

Partner

Membership Number: 212230

Place: Mumbai

Date: May 16, 2024

Kapil Jain

Managing Director & Group CEO

DIN: 10170402

Shailesh Kekre

Director

DIN: 07679583

Srinivasan Nadadur

Chief Financial Officer

Pratik Bhanushali

Company Secretary and

Compliance Officer

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STATEMENT OF CHANGES IN EQUITY

a. Equity share capital	No. of shares	Share capital (Rupees in Million)
Equity shares of Rs.10 each issued, subscribed and fully paid		
As at April 1, 2022	3,30,98,094	330.98
Add: Issue of Bonus Share	1,69,13,215	169.13
Less: Bonus Shares held by eClerx Employee Welfare Trust*	(3,56,637)	(3.57)
Less: Shares purchased by eClerx Employee Welfare Trust*	(2,31,163)	(2.31)
Less: Shares bought back during the year	(17,14,285)	(17.14)
Add: Buy back of shares held by eClerx Employee Welfare Trust*	32,575	0.33
Add: Shares Sold by eClerx Employee Welfare Trust on exercise of stock options*	2,92,180	2.92
As at March 31, 2023	4,80,33,979	480.34
Less: Shares purchased by eClerx Employee Welfare Trust*	(2,06,830)	(2.07)
Add: Shares Sold by eClerx Employee Welfare Trust on exercise of stock options*	4,05,093	4.05
As at March 31, 2024	4,82,32,242	482.32

*Refer note 14 - Treasury shares

b. Other equity

For the year ended March 31, 2024

Particulars	Reserves and Surplus							Items of OCI			Total	
	Capital redemption reserve	Share based payment reserve	Statutory reserve	Capital reserve	General reserve	Retained earnings	Foreign exchange translation	Cashflow Hedging reserve	Treasury shares	Total equity Attributable to the equity holders of the Company		Non-controlling interest
As at April 1, 2023	91.16	151.69	11.41	0.11	2.22	15,864.53	1,550.91	(92.37)	(911.29)	16,668.37	16.83	16,685.20
Profit for the period	-	-	-	-	-	5,114.56	-	-	-	5,114.56	2.75	5,117.31
Other comprehensive income	-	-	-	-	-	(53.58)	86.83	176.09	-	209.34	0.11	209.45
Dividend paid	-	-	-	-	-	(48.22)	-	-	-	(48.22)	-	(48.22)
Share based payment charge / (credit) net off stock options forfeited during the year	-	189.63	-	-	-	-	-	-	-	189.63	-	189.63
Tax Benefit on additional amount being Fair Value of shares on exercise over the ESOP cost	-	-	-	-	-	158.19	-	-	-	158.19	-	158.19
Transfer to general reserve on account of exercise of stock options	-	(33.67)	-	-	33.67	-	-	-	-	-	-	-
Statutory reserve as per local law in overseas subsidiary	-	-	4.53	-	-	-	-	-	-	4.53	-	4.53

b. Other equity
For the year ended March 31, 2024

Particulars	Reserves and Surplus						Items of OCI				Total	
	Capital redemption reserve	Share based payment reserve	Statutory reserve	Capital reserve	General reserve	Retained earnings	Foreign exchange translation	Cashflow Hedging reserve	Treasury shares	Total equity Attributable to the equity holders of the Company		Non-controlling interest
Buyback expenses	-	-	-	-	-	(5.71)	-	-	-	(5.71)	-	(5.71)
Loss on shares sold by eClerx Employee Welfare Trust on exercise of stock options	-	-	-	-	(35.89)	(353.83)	-	-	-	(389.72)	-	(389.72)
Shares purchased by eClerx Employee Welfare Trust	-	-	-	-	-	-	-	-	(456.58)	(456.58)	-	(456.58)
Shares sold under buyback by eClerx Welfare Trust	-	-	-	-	-	-	-	-	-	-	-	-
Cost of shares transferred to employees on exercise of stock options	-	-	-	-	-	-	-	-	535.89	535.89	-	535.89
Reversal of provision for income tax liability as per Ind AS 12	-	-	-	-	-	12.41	-	-	-	12.41	-	12.41
As at March 31, 2024	91.16	307.65	15.94	0.11	-	20,688.35	1,637.74	83.72	(831.98)	21,992.69	19.69	22,012.38
For the year ended March 31, 2023												
As at April 1, 2022	74.02	106.86	8.29	0.11	117.53	14,795.37	1,067.10	121.86	(946.20)	15,344.94	12.24	15,357.18
Profit for the period	-	-	-	-	-	4,888.20	-	-	-	4,888.20	3.61	4,891.81
Other comprehensive income	-	-	-	-	-	(14.04)	483.81	(214.23)	-	255.54	0.98	256.52
Dividend paid	-	-	-	-	-	(33.11)	-	-	-	(33.11)	-	(33.11)
Issue of Bonus Shares (Refer note 13)	-	-	-	-	-	(169.13)	-	-	3.57	(165.56)	-	(165.56)
Share based payment charge / (credit) net off stock options forfeited during the year	-	85.00	-	-	-	-	-	-	-	85.00	-	85.00
Transfer to general reserve on account of exercise of stock options	-	(39.37)	-	-	39.37	-	-	-	-	-	-	-
Transfer on account of stock options not exercised	-	(0.80)	-	-	-	0.80	-	-	-	-	-	-
Statutory reserve as per local law in overseas subsidiary	-	-	3.12	-	-	-	-	-	-	3.12	-	3.12
Buyback expenses	-	-	-	-	-	(29.84)	-	-	-	(29.84)	-	(29.84)
Tax on Buyback	-	-	-	-	-	(621.11)	-	-	-	(621.11)	-	(621.11)
Amount transfer to on account of buyback of shares	17.14	-	-	-	-	(17.14)	-	-	-	-	-	-
Amount utilised on account of buy back of shares	-	-	-	-	-	(2,982.86)	-	-	-	(2,982.86)	-	(2,982.86)
Gain on buyback of shares held by eClerx Employee Welfare Trust	-	-	-	-	14.56	-	-	-	-	14.56	-	14.56
Loss on shares sold by eClerx Employee Welfare Trust on exercise of stock options	-	-	-	-	(169.24)	-	-	-	-	(169.24)	-	(169.24)
Treasury shares purchased	-	-	-	-	-	-	-	-	(381.11)	(381.11)	-	(381.11)

b. Other equity
For the year ended March 31, 2023

Particulars	Reserves and Surplus						Items of OCI				Total	
	Capital redemption reserve	Share based payment reserve	Statutory reserve	Capital reserve	General reserve	Retained earnings	Foreign exchange translation	Cashflow Hedging reserve	Treasury shares	Total equity Attributable to the equity holders of the Company		Non-controlling interest
Shares sold under buyback by eClerx Welfare Trust	-	-	-	-	-	-	-	-	42.08	42.08	-	42.08
Cost of shares transferred to employees on exercise of stock options	-	-	-	-	-	-	-	-	370.37	370.37	-	370.37
Reversal of provision for income tax liability as per Ind AS 12	-	-	-	-	-	47.39	-	-	-	47.39	-	47.39
As at March 31, 2023	91.16	151.69	11.41	0.11	2.22	15,864.53	1,550.91	(92.37)	(911.29)	16,668.37	16.83	16,685.20

As per our report of even date

For S. R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W/E3000004

For and on behalf of the Board of Directors of

eClerx Services Limited

CIN: L72200MH20000PLC125319

per Vineet Kedia

Partner

Membership Number: 212230

Place: Mumbai

Date: May 16, 2024

Kapil Jain

Managing Director & Group CEO

DIN: 10170402

Shailesh Kekre

Director

DIN: 07679583

Srinivasan Nadadur

Chief Financial Officer

Pratik Bhanushali

Company Secretary and

Compliance Officer
F8538

NOTES TO THE FINANCIAL STATEMENTS

1. Corporate information

eClerx Services Limited (the “Company” or the “Holding Company”) (CIN: L72200MH2000PLC125319) and its subsidiaries (collectively referred to as the “Group”) are engaged in providing critical business operations services to global Fortune 500 clients, including several of the world’s leading companies across financial services, cable and telecommunications, retail, fashion, media & entertainment, manufacturing, travel and leisure, software and high-tech. The Group provides innovative business process management, change management, data-driven insights, advanced analytics powered by subject matter experts and smart automation. The Company is a public limited company incorporated and domiciled in India and has its registered office at Sonawala Building, 1st floor, 29 Bank Street, Fort, Mumbai, Maharashtra, India. Information on the Group’s structure is provided in note 30.

The consolidated financial statements for the year ended March 31, 2024 were approved for issue in accordance with a resolution of the board of directors on May 16, 2024.

2.A. Material accounting policies

2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (“Ind AS”) notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the Group’s financial statements.

The consolidated financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Derivative financial instruments
- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)
- Share based payments

The consolidated financial statements are presented in “Rs.” and all values are stated in Rs. million, except when otherwise indicated.

All assets and liabilities have been classified as current and non-current as per the Group’s normal operating cycle. Based on the nature of services rendered to customers and time elapsed between deployment

of resources and the realisation in cash and cash equivalents of the consideration for such services rendered, the Group has considered an operating cycle of 12 months.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

2.2. Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company, its subsidiaries and entities which it controls. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- i) power over investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- ii) exposure, or rights, to variable returns from its involvement with the investee, and
- iii) the ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- a) the contractual arrangement with the other vote holders of the investee
- b) rights arising from other contractual arrangements
- c) the Group’s voting rights and potential voting rights
- d) the size of the Group’s holding of voting rights relative to the size and dispersion of the holdings of the other voting right holders

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control over the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If the member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.

The financial statements of all entities used for the consolidation are drawn up to same reporting date as that of the Parent Company i.e. March 31, 2024.

The consolidated financial statements have been prepared on the following basis:

- a. Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiaries are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.
- b. Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combination policy explains how to account for any related goodwill.
- c. Eliminate in full intra group assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group.
- d. Profit or loss and each component of other comprehensive income ("OCI") are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

2.3. Summary of material accounting policies

a. Business combinations

Business combinations have been accounted for using the acquisition method under the provisions of Ind AS 103, Business Combinations. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Taxes and Ind AS 19 Employee Benefits respectively.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in other comprehensive income ("OCI") and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

b. Foreign currencies

The Group's consolidated financial statements are presented in Indian Rupees ("Rs."), which is also the parent company's functional currency. For each entity the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency.

Foreign currency balances:

Transactions in foreign currencies are initially recorded by the group's entities at their respective functional currency using spot rates at the date of the transaction. However, for practical reasons, the Group uses an average rate if the average approximates the actual rate at the date of transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the relevant functional currency at exchange rates at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non- monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

Group companies:

On consolidation, the assets and liabilities of foreign operations are translated into Rs. at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at exchange rates prevailing at the date of the transactions. For practical reasons, the Group uses an average rate to translate income and expense items, if the average rate approximates the exchange rates at the date of the transactions. The exchange differences arising on translation for consolidation are recognised in OCI.

Goodwill arising in business combinations/acquisitions, which occurred before the date of transition to Ind AS (April 1, 2015), is treated as assets of the entity rather than as assets of the foreign operation. Therefore, those assets are non- monetary items already expressed in functional currency of the parent and no further translation differences occur.

Any goodwill arising in acquisition/business combination of a foreign operation on or after April 1, 2015 and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange at the reporting date.

c. Fair value measurement

The Group measures financial instruments such as derivatives and certain investments, at fair value at each consolidated balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability or,
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

d. Revenue recognition

Revenue is recognised upon transfer of control of promised products or services to the customers in an amount that reflects the consideration which the Group expects to receive in exchange for those products or services.

Arrangement with customers for services rendered by the Group are either on time and material or on fixed price basis. Revenue from contracts on time-and-material basis is recognised as the related services are performed. Revenue from fixed-price contracts where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognised as per the percentage-of-completion method. Efforts expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved. Revenue from maintenance contracts are recognised on pro-rata basis over the period of the contract.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts and other variable considerations, if any, as specified in the contracts with the customers.

Contract modifications are accounted for when additions, deletions or changes are approved either to the contract scope or contract price. The accounting for modifications of contracts involves assessing whether the services added to an existing contract are distinct and whether the pricing is at the standalone selling price. Services added that are not distinct are accounted for on a cumulative catch up basis, while those that are distinct are accounted for prospectively, either as a separate contract, if the additional services are priced at the standalone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the standalone selling price.

The Group presents revenue net of indirect taxes in its consolidated statement of profit and loss.

Revenue in excess of billing is classified as contract asset i.e. unbilled revenue while billing in excess of revenue is classified as contract liability i.e. deferred revenue. Contract assets are classified as unbilled receivables when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms. Unbilled Revenues are classified as non-financial asset if the contractual right to consideration

is dependent on completion of contractual milestones.

The billing schedules agreed with customers include periodic performance based payments and / or milestone based progress payments. Invoices are payable within the contractually agreed period.

Deferred contract costs are incremental costs of obtaining a contract which are recognised as assets and amortized over the benefit period.

Interest Income

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate ("EIR"), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

Dividends

Dividend income is recognised when Group's right to receive dividend is established by the reporting date.

Government Grants

Government grants are recognised when there is reasonable assurance that grant will be received and all attached conditions will be complied with.

e. Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted at the reporting date in the countries where the Group operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations

are subject to interpretation and establishes provisions where appropriate. Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid / recovered for uncertain tax positions. Also, refer to Notes 34.c and 43

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences.
- In respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that

sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

f. Property, plant and equipment

Property, plant and equipment ("PPE") are stated at the cost of acquisition including incidental costs related to acquisition and installation less accumulated depreciation and impairment loss, if any.

Advances paid towards acquisition of property, plant and equipment are disclosed as capital advances under other non-current assets.

Capital work-in-progress includes cost of property, plant and equipment under installation/ under development as at the consolidated balance sheet date and are carried at cost, comprising of direct cost and directly attributable cost.

Gains or losses arising from disposal of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the consolidated statement of profit and loss when the asset is disposed.

The Group provides depreciation on property, plant and equipment (other than leasehold improvements) using the Written Down

Value method other than assets of CLX Group which follows Straight - Line method. The rates of depreciation are arrived at, based on useful lives estimated by the management as follows:

Block of assets	Estimated useful life (in years)
Office equipment	5
Furniture and fixtures	10
Computers	3-6
Leasehold improvements	Lease term

The Group provides depreciation based on same useful life of assets for all subsidiaries other than following assets in CLX group :

Block of assets	Estimated useful life (in years)
Office equipment	3-10
Furniture and fixtures	3-15
Computers	
-End user devices	3
-Servers	6
Plant and machinery	4-12
Building	50
Vehicles	4
Leasehold improvements	Lease term

No depreciation is provided on freehold land.

In case of foreign subsidiaries, certain items of property, plant and equipment are depreciated over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013 ("the Act"). The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

g. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

Internally generated intangibles, excluding capitalised development costs, are not

capitalised and the related expenditure is reflected in consolidated profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite. There are no intangible assets assessed with indefinite useful life.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the consolidated statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Gain or losses arising from the derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the consolidated statement of profit and loss when the asset is derecognised.

Intangible assets are amortised on straight-line basis as follows:

Block of assets	Estimated useful life (in years)
Computer softwares	1-5
Unpatented technology	7
Non-competition agreements	3
Customer relationships	9-15
Indemnification assets	3

Research and development expenses for software product

Research cost are expensed as incurred. Software product development cost are expensed as incurred unless technical feasibility of project is established, further economic benefit are probable, the Group has an intention and ability to complete and use or sell the software and the cost can be measure reliably. The cost which can be captialised include the cost of material, direct labor and overhead cost that are directly attributable to preparing the asset for its intended use.

h. Leases

The Group as lessee:

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception date. The arrangement is, or contains a lease if, fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

The Group recognizes right-of-use asset and a corresponding lease liability for all lease arrangements in which the Group is a lessee, except for a short term lease of 12 months or less and leases of lowvalue assets. For short term lease and low-value asset arrangements, the Group recognizes the lease payments as rent expense on straight-line basis over the lease term.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease arrangement. Right-of-use assets and lease liabilities are measured according to such options when it is reasonably certain that the Group will exercise these options.

The right-of-use asset are recognised at the inception of the lease arrangement at the amount of the initial measurement of lease liability adjusted for any lease payments made at or before the commencement date of lease arrangement reduced by any lease incentives received, added by initial direct costs incurred and an estimate of costs to be incurred by the Group in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets are depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. Estimated useful life of right-of-use assets is determined on the basis of useful life of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is an indication that their carrying value may not be recoverable. Impairment loss, if any is recognised in the statement of profit and loss account.

The lease liability is measured at amortized cost, at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease arrangement or, if not readily determinable, at the incremental borrowing rate in the country of domicile of such leases. Lease liabilities are remeasured with corresponding adjustments to right-of-use

assets to reflect any reassessment or lease modifications.

i. Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash - generating unit's ("CGU") fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash flows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators. The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exists or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the consolidated statement of profit and loss.

Goodwill is tested for impairment annually at the end of each financial year and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods (refer note 31).

j. Provisions and contingences

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the consolidated statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Contingent liabilities are disclosed in the notes.

k. Retirement and other employee benefits

Provident Fund

Retirement benefit in the form of provident fund is a defined contribution scheme. Both the employee and the employer make monthly contributions to the plan at a predetermined

rate of the employees' basic salary. These contributions are made to the fund administered and managed by the Government of India. The Group recognises contribution payable to the provident fund scheme as an expense, when an employee renders the related service. The Group has no further obligations under these plans beyond its monthly contributions.

Defined benefit plan

Gratuity for employees in India

The Group operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund with the insurance service provider. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method, with actuarial valuations being carried out at periodic intervals.

Re-measurements, comprising of actuarial gains and losses and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the consolidated balance sheet with a corresponding charge or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to statement of profit and loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Group recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the consolidated statement of profit and loss:

- Service costs comprising current service costs; and
- Net interest expense or income

The Code on Social Security, 2020 relating to employee benefits during the employment and post-employment benefits received President's assent on September 28, 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Group will assess and record the impact of the Code, if any, when it becomes effective.

Subsidiary in United States of America

One of the subsidiary of the Group, "eClerx LLC" has a saving and investment plan under section 401(k) of the Internal Revenue Code of the United States of America. This is a defined contribution plan. Contributions are charged to the consolidated statement of profit and loss in the period in which employees render the related services.

Subsidiary in Singapore

One of the subsidiary of the Group, "eClerx Private Limited" contributes to the Central Provident Fund ("CPF"), a defined contribution plan regulated and managed by the Government of Singapore in respect of eligible employees. Contributions are charged to the consolidated statement of profit and loss when employees render the related services.

Subsidiary in Italy

One of the subsidiary of the Group, "CLX Europe S.P.A" contributes to a Pension Fund, a defined contribution plan regulated and managed by the Government of Italy in respect of eligible employees. Contributions are charged to the consolidated statement of profit and loss when employees render the related services.

Subsidiary in Philippines

One of the subsidiary of the Group, "AGR Operations Manila Inc." maintains an unfunded, non contributory retirement plan covering all regular employees. The optional retirement age is 60 and the compulsory retirement age is 65. Both must have a minimum of 10 years of credited service. Both have the retirement benefit equal to a percentage of the employee's salary at the date of retirement in accordance with AGR Operations Manila Inc's benefit formula multiplied by the employee's years of service, with six months or more of service considered as one year.

Re-measurements, comprising of actuarial gains and losses (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the consolidated balance sheet with a corresponding charge or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to statement of profit and loss in subsequent periods.

Net interest is calculated by applying the discount rate at the beginning of the period, unless there is a plan amendment, curtailment or settlement

during the reporting period. The calculation also takes into account any changes in the net defined benefit liability or asset during the period as a result of contributions to the plan or benefit payments. Net interest is reported as part of employee benefits expense in the statement of profit and loss account.

Compensated Absences

Accumulated leave, which is expected to be utilised within the next 12 months, is treated as short-term employee benefit. The Group measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. The Group treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. The Group treats the entire leave as current liability in the consolidated balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

I. Share - based payments

Employees of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. The cost is recognised, together with a corresponding increase in share-based payment ("SBP") reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The consolidated statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

m. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Group recognises a financial asset or a liability in its consolidated balance sheet only when the entity becomes party to the contractual provisions of the instrument.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset, except trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price determined under Ind AS 115.

Subsequent measurement

For purposes of subsequent measurement financial assets are classified into three categories:

- Financial assets at fair value through OCI
- Financial assets at fair value through profit or loss
- Financial assets at amortised cost

Where assets are measured at fair value, gains and losses are either recognised entirely in the consolidated statement of profit and loss (i.e. fair value through profit or loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

A financial asset that meets the following two conditions is measured at amortised cost (net of any write down for impairment) unless the asset is designated at fair value through profit or loss ("FVTPL") under the fair value option.

- Business model test: The objective of the group's business model is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realise its fair value changes).
- Cash flow characteristics test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding.

This category is the most relevant to the Group. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate ("EIR") method. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

A financial asset is classified as at the Financial assets measured at Fair value through other comprehensive income ("FVTOCI") if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- The asset's contractual cash flows represent SPPI.

A financial asset included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the OCI. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L.

FVTPL is a residual category for financial assets. Any instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the group may elect to designate a financial asset, which otherwise meets amortised cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Financial assets included within the FVTPL category are measured at fair value with all changes recognised in the P&L.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily derecognised (i.e. removed from the group's statement of financial position) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangements and either (a) the Group has transferred substantially all the risks

and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group assesses impairment based on expected credit losses ("ECL") model to the following:

- Financial assets measured at amortised cost; and
- Financial assets measured at FVTOCI ;

Expected credit losses ("ECL") are measured through a loss allowance at an amount equal to:

- the 12-month expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

For trade receivables or contract revenue receivables, the Group follows 'simplified approach' for recognition of impairment loss allowance.

Under the simplified approach, the Group does not track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

As a practical expedient, the Group uses a provision matrix to determine impairment loss

allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Group reverts to recognising impairment loss allowance based on 12-month ECL.

For assessing increase in credit risk and impairment loss, the Group combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or derivatives as appropriate or as derivatives designated as hedging instruments in an effective hedge as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement

The Group measures all financial liabilities at amortised cost using the Effective Interest Rate ("EIR") method except for financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. Financial

liabilities held for trading are measured at fair value through profit and loss. The Group has not designated any financial liability as at fair value through profit or loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet if there is a current enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

n. Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement

The Group enters into derivative contracts to hedge foreign currency/price risk on highly probable forecast transactions. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are recorded in the statement of profit or loss, except for the effective portion of cash flow hedges, which is recognised in other comprehensive income ("OCI") and later reclassified to profit or loss when the hedge item affects profit or loss.

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the Group's risk management objective and strategy for undertaking hedge, the hedging/ economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes

in the hedged item's cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

Hedges that meet the strict criteria for hedge accounting are accounted for, as described below:

Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the consolidated statement of profit and loss.

The Group uses forward currency contracts as hedges of its exposure to foreign currency risk in forecast transactions. The ineffective portion relating to foreign currency contracts is recognised in other income or expenses.

Amounts recognised as OCI are transferred to profit or loss when the hedged transaction affects profit or loss, such as when a forecast sale occurs.

If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover (as part of the hedging strategy), or if its designation as a hedge is revoked, or when the hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss previously recognised in OCI remains separately in equity until the forecast transaction occurs.

o. Treasury shares

The Group has created an Employee Benefit Trust ("EBT") for providing share-based payment to its employees. The Group uses EBT as a vehicle for distributing shares to employees under the employee remuneration schemes. The EBT buys shares of the Company from the market, for giving shares to employees. The shares held by EBT are treated as treasury shares.

Own equity instruments that are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount and the consideration, if reissued / sold, is recognised in other equity (General Reserve).

p. Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and short term investments with an original maturity of three months or less which are subject to an insignificant risk of changes in value.

q. Cash dividend to equity holders of the Company

The Company recognises a liability to make cash or non-cash distributions to equity share holders when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution of interim dividend is authorised when it is approved by the Board of Directors and final dividend is authorised when it is approved by the shareholders of the Company. A corresponding amount is recognised directly in equity.

r. Inventories

Raw materials are valued at lower of cost and net realisable value. Cost of raw materials is determined on a weighted average basis.

s. Earnings per share

The earnings considered in ascertaining the Group's earning per share comprise the net profit after tax. The number of shares used in computing basic earnings per share are the weighted average number of shares outstanding during the year. The number of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving basic earnings per share, and also the weighted average number of shares, if any which would have been issued on the conversion of all dilutive potential equity shares. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

2.B. Significant accounting judgements, estimates and assumptions

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result

in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

a. Revenue recognition

The Group uses the percentage-of-completion method in accounting for its fixed-price contracts. Use of the percentage-of-completion method requires the Group to estimate the efforts expended to date as a proportion of the total efforts to be expended.

Judgement is also required to determine transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, service level credits etc. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period.

b. Leases

The Group has entered into commercial property leases for its offices. The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Group uses significant judgement in assessing the lease term and the applicable discount rate. The Group has lease contracts which include extension and termination option and this requires exercise of judgement by the Group in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. The discount rate is generally based on the incremental borrowing rate specific to the lease period.

c. Share - based payments

The Group measures share-based payments and transactions at fair value and recognises over the vesting period using Black Scholes valuation model. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The Group is applying forfeiture rate based on historical trend. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in note 33.

d. Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the Group considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on rates given under Indian Assured Lives Mortality (2006-08) Ultimate. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for India.

Further details about gratuity obligations are given in note 32.

e. Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the consolidated balance sheet cannot be measured based on

quoted prices in active markets, their fair value is measured using valuation techniques including the discounted cash flow ("DCF") model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See notes 38 and 39 for further disclosures.

f. Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the projections for the next three to five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to goodwill recognised by the Group. The key assumptions used to determine the recoverable amount for the different CGUs are disclosed and further explained in note 31.

2.C. New and amended standards

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated 31 March 2023 to amend the following Ind AS which are effective for annual periods beginning on or after 1 April

2023. The Company applied for the first-time these amendments.

(i) Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments have had an impact on the Group's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Company's financial statements.

(ii) Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences such as leases.

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences such as leases.

The Group previously recognised for deferred tax on leases on a net basis. As a result of these amendments, the Group has recognised a separate deferred tax asset in relation to its lease liabilities and a deferred tax liability in relation to its right-of-use assets. Since, these balances qualify for offset as per the requirements of paragraph 74 of Ind AS 12, there is no impact in the balance sheet. There was also no impact on the opening retained earnings as at 1 April 2022.

(Rupees in Million)

3. Property, plant and equipment

Cost	Computer hardware	Leasehold improvements	Furniture & fixtures	Office equipments	Land	Building	Plant and Machinery	Vehicles	Total
As at April 1, 2022	1,731.24	493.70	145.97	567.10	21.46	32.26	14.99	24.32	3,031.04
Additions	383.20	170.36	20.67	90.24	-	-	1.44	0.43	666.34
Disposals	(26.48)	(36.54)	(9.69)	(14.65)	-	-	-	-	(87.36)
Translation exchange difference	34.89	(0.03)	2.57	9.44	1.17	1.83	0.84	(1.19)	49.52
As at March 31, 2023	2,122.85	627.49	159.52	652.13	22.63	34.09	17.27	23.56	3,659.54
Additions	390.63	162.45	30.63	238.98	-	15.73	2.81	-	841.23
Disposals	(54.66)	(54.89)	(8.16)	(25.80)	-	-	-	(11.25)	(154.76)
Translation exchange difference	5.19	0.42	0.52	2.14	(1.16)	(0.94)	(0.15)	(0.02)	6.00
As at March 31, 2024	2,464.01	735.47	182.51	867.45	21.47	48.88	19.93	12.29	4,352.01
Depreciation and impairment									
As at April 1, 2022	1,237.36	269.43	92.64	483.64	-	8.73	7.65	9.74	2,109.19
Depreciation charge for the year	359.52	76.67	17.12	74.01	-	2.15	1.93	2.78	534.18
Disposals	(24.88)	(36.28)	(9.23)	(14.19)	-	-	-	-	(84.58)
Translation exchange difference	29.40	(0.32)	1.71	6.25	-	0.67	0.59	1.96	40.26
As at March 31, 2023	1,601.40	309.50	102.24	549.71	-	11.55	10.17	14.48	2,599.05
Depreciation charge for the year	339.21	105.56	20.39	132.49	-	4.24	2.27	2.13	606.29
Disposals	(41.42)	(54.79)	(6.31)	(25.15)	-	-	-	(7.42)	(135.09)
Translation exchange difference	5.58	0.20	0.40	0.78	-	0.09	0.08	1.09	8.22
As at March 31, 2024	1,904.77	360.47	116.72	657.83	-	15.88	12.52	10.28	3,078.47
Net Book Value									
As at March 31, 2024	559.24	375.00	65.79	209.62	21.47	33.00	7.41	2.01	1,273.54
As at March 31, 2023	521.45	317.99	57.28	102.42	22.63	22.54	7.10	9.08	1,060.49

Capital Work in Progress*

	As at March 31, 2024	As at March 31, 2023
Leasehold improvements	-	208.15
Computer hardware	7.68	-
	7.68	208.15

* Entire capital work in progress pertains to projects that are in progress for less than one year. There are no projects which are temporarily suspended or projects whose completion is overdue or has exceeded its cost compared to original plan.

5. Inventories

	As at March 31, 2024	(Rupees in Million) As at March 31, 2023
Consumables	6.45	4.54
	6.45	4.54

Financial assets**6. Investments**

	As at March 31, 2024	(Rupees in Million) As at March 31, 2023
Non current investments (Unquoted, carried at fair value through profit and loss)		
8,000 equity shares (March 31, 2023: 8,000 equity shares) of Re. 1 each fully paid up in Talentick Edusolutions Private Limited	2.40	2.40
480 Class A units (March 31, 2023: 400 Class) of 100,000 each Stellaris Venture Partners India Trust II	49.94	38.11
Non current investments (Quoted, carried at fair value through profit and loss)		
Government securities	88.42	82.76
Total non- current investments	140.76	123.27
Current investments (Quoted, carried at fair value through profit and loss)		
Investments in mutual funds	2,021.11	2,289.41
Government securities	520.25	332.38
	2,541.36	2,621.79
Current investments (Unquoted, carried at amortised cost)		
Investments in current government securities	1,382.86	-
	1,382.86	-
Total current investments	3,924.22	2,621.79
Aggregate value of unquoted investments	1,435.20	40.51
Aggregate book value of quoted investments	2,629.78	1,939.21
Aggregate market value of quoted investments	2,629.78	1,939.21
Investments carried at amortised cost	1,382.86	-

Investments at fair value through profit or loss (fully paid) reflect investments in mutual funds, investment in Talentick Edusolutions Private Limited, Stellaris Venture Partners India Trust II and government securities. For determination of fair values, refer note 38.

7. Derivative instruments

	As at March 31, 2024	(Rupees in Million) As at March 31, 2023
Financial assets		
Derivative instruments at fair value through OCI		
Cash flow hedges		
Foreign exchange forward contracts	111.89	4.58
Total derivative instruments at fair value through OCI	111.89	4.58
Current	96.76	-
Non-current	15.13	4.58
	111.89	4.58
Financial liabilities		
Derivative instruments at fair value through OCI		
Cash flow hedges		
Foreign exchange forward contracts	-	128.00
Total derivative instruments at fair value through OCI	-	128.00
Current	-	-
Non-current	-	128.00
	-	128.00

Derivative instruments at fair value through OCI reflect the change in fair value of foreign exchange forward contracts, designated as cash flow hedges to hedge highly probable forecast sales in US dollars ("USD").

8. Trade receivables

(Rupees in Million)

	As at March 31, 2024	As at March 31, 2023
Trade receivables	4,959.99	4,404.87
	4,959.99	4,404.87
Considered good - Secured	-	-
Considered good - Unsecured	4,959.99	4,404.87
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - credit impaired	27.62	24.89
	4,987.61	4,429.76
Less: Allowance for expected credit loss	(27.62)	(24.89)
	4,959.99	4,404.87

Trade receivables outstanding for following period from due date of payment

(Rupees in Million)

	As at March 31, 2024	As at March 31, 2023
Undisputed trade receivables considered good		
Current but not due	3,459.41	3,568.18
Less than 6 months	1,486.49	822.02
6 months to one year	14.09	14.67
Undisputed trade receivables - credit impaired		
Current but not due	-	-
Less than 6 months	-	-
6 months to one year	27.62	24.89
	4,987.61	4,429.76
Less: Allowance for expected credit loss	(27.62)	(24.89)
	4,959.99	4,404.87
Unbilled receivables	2,214.12	1,790.68
	7,174.11	6,195.55

No trade or other receivable are due from directors or other officers of the Group either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

9.a. Cash and cash equivalents

(Rupees in Million)

	As at March 31, 2024	As at March 31, 2023
Cash on hand	0.63	0.60
Balances with banks		
In current accounts	3,537.20	4,177.99
Deposits with original maturity of less than three months	1.50	1.25
Earmarked bank balance towards dividend	0.10	0.11
Earmarked bank balance towards fractional share payout	0.11	0.12
	3,539.54	4,180.07

9.b. Other bank balances

	As at March 31, 2024	As at March 31, 2023
Deposits with original maturity of more than three months but less than twelve months	3,381.39	88.04
Deposits pledged with banks against sanctioned overdraft limits	-	5.93
Interest receivable	-	5.25
	3,381.39	99.22
	6,920.93	4,279.29

Cash at banks earns interest at floating rates based on the daily bank deposit rates and the daily balances. Time deposits are placed for varying periods ranging from 180 days to 1461 days, depending on the immediate cash requirements of the Group. The time deposits earn interest at the respective deposit rates.

10. Other financial assets

(Rupees in Million)

	As at March 31, 2024	As at March 31, 2023
Non-current		
Corporate premises rent deposits	265.51	267.06
Other deposits	29.06	19.86
Deposit with original maturity of more than twelve months	5.93	0.35
	300.50	287.27

Time deposits are placed for the period of 1,827 days, depending on the immediate cash requirements of the Group. The time deposits earn interest at the respective deposit rates.

Current		
Unbilled receivables	2,214.12	1,790.68
Staff accommodation rent deposits	0.91	-
Recoverable expenses from client	13.95	7.22
Other advances	57.46	176.26
Other deposits	382.73	0.20
	2,669.17	1,974.36
	2,969.67	2,261.63

Break up of financial assets carried at amortised cost

Investments (refer note no. 5)	1,382.86	-
Trade receivables (refer note no.8)	4,959.99	4,404.87
Cash and cash equivalents and other bank balances (refer note no.9.a. & note no.9.b.)	6,920.93	4,279.29
Other financial assets (refer note no.10)	2,969.67	2,261.63
Total financial assets carried at amortised cost	14,850.59	10,945.79

11. Other non-current assets

(Rupees in Million)

	As at March 31, 2024	As at March 31, 2023
Prepaid expense	63.99	29.93
Capital advances	7.38	23.10
Service tax credit	2.08	2.08
	73.45	55.11

12. Other current assets

(Rupees in Million)

	As at March 31, 2024	As at March 31, 2023
Prepaid expense	282.32	244.64
Goods & Service Tax ("GST"), Service tax and other tax credits	319.46	125.51
Other advances	232.59	39.26
Government grants receivable	77.00	0.93
	911.37	410.34

13. Share capital**Authorised share capital**

(Rupees in Million)

	As at March 31, 2024	As at March 31, 2023
Authorised share capital		
100,000,000 (March 31, 2023: 100,000,000) shares of Rs. 10 each	1,000.00	1,000.00
Issued, subscribed and fully paid up		
48,232,242 (March 31, 2023: 48,033,979) shares of Rs. 10 each fully paid up	482.32	480.34

Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs 10 per share. Each holder of equity shares is entitled to one vote per equity share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

Subject to the provisions of Companies Act, 2013 as to preferential payments, the assets of the Company shall, on its winding-up be applied in satisfaction of its liabilities pari-passu and, subject to such application, shall, unless the articles otherwise provide, will be distributed among the members according to their rights and interests in the Company.

Aggregate number of bonus shares issued, shares issued for consideration other than cash

During the five years immediately preceding the balancesheet date, the Company had issued 16,913,215 fully paid equity shares by way of bonus shares by capitalising retained earnings in FY 2022-23.

Aggregate number of equity shares bought back during the period of five years immediately preceding the reporting date:

During the period of 5 years immediately preceding the balance sheet date, the Company bought back 1,714,285 shares in FY 2022-23 and 1,063,157 shares in FY 2021-22 and 2,093,815 shares in FY 2020-21 and 1,746,666 shares in FY 2019-20.

Details of shareholders holding more than 5% shares in the Company

	As at March 31, 2024		As at March 31, 2023	
	Number of shares	% Holding	Number of shares	% Holding
Anjan Malik	1,31,10,122	26.74%	1,31,10,122	26.74%
Priyadarshan Mundhra	1,31,15,560	26.75%	1,31,15,560	26.75%
HDFC Children's Gift Fund - Investment Plan	44,15,233	9.01%	38,03,158	7.76%

Shares reserved for issue under options

For details of shares reserved for issue under the employee stock option ("ESOP") plan of the Company, please refer note 33.

Disclosure of shareholding of promoters as at March 31, 2024 is as follows

Promoter name	No. of shares	% of total shares	% change during the year
Anjan Malik	1,31,10,122	26.74%	0.00%
PD Mundhra	1,31,15,560	26.75%	0.00%
Promoter Group			
Shweta Mundhra	438	0.00%	0.00%
Vijay Kumar Mundhra	31,168	0.06%	0.00%
Supriya Modi	24,873	0.05%	0.00%

Disclosure of shareholding of promoters as at March 31, 2023 is as follows

Promoter name	No. of shares	% of total shares	% change during the year
Anjan Malik	1,31,10,122	26.74%	0.11%
PD Mundhra	1,31,15,560	26.75%	0.11%
Promoter Group			
Shweta Mundhra	438	0.00%	0.00%
Vijay Kumar Mundhra	31,168	0.06%	0.00%
Supriya Modi	24,873	0.05%	0.00%

14. Other equity (Rupees in Million)

Share based payment reserve	
As at April 1, 2022	106.86
Add: Share based payment charge / (credit) net off stock options forfeited during the year	84.20
Less: Transfer to general reserve on exercise of stock options	(39.37)
As at March 31, 2023	151.69
Add: Share based payment charge / (credit) net off stock options forfeited during the year	189.63
Less: Transfer to general reserve on exercise of stock options	(33.67)
As at March 31, 2024	307.65

The share options based payment reserve is used to recognise the grant date fair value of options issued to employees under Employee stock option plan.

Hedging reserve

As at April 1, 2022	121.86
Less: Net movement on cash flow hedges	(286.28)
Add: Deferred tax on net movement on cash flow hedges	72.05
As at March 31, 2023	(92.37)
Less: Net movement on cash flow hedges	235.31
Add: Deferred tax on net movement on cash flow hedges	(59.22)
As at March 31, 2024	83.72

The Group uses hedging instruments as part of its management of foreign currency risk. For hedging foreign currency, the Group uses foreign currency forward contracts. To the extent these hedges are effective, the change in fair value of the hedging instrument is recognised in the hedging reserve. Amounts recognised in the hedging reserve is reclassified to the statement of profit or loss when the hedged item affects profit or loss.

Capital reserve

As at April 1, 2022	0.11
As at March 31, 2023	0.11
As at March 31, 2024	0.11

The Group recognises any excess of net assets of its acquired subsidiary over the purchase consideration paid in respect of such acquisition in Capital reserve.

General reserve

As at April 1, 2022	117.53
Add: Gain on buyback of shares held by eClerx Employee Welfare Trust	14.56
Less: Loss on shares sold by eClerx Employee Welfare Trust on exercise of stock options	(169.24)
Add: Transferred from share based payment reserve on exercise of options	39.37
As at March 31, 2023	2.22
Add: Gain on buyback of shares held by eClerx Employee Welfare Trust	
Less: Loss on shares sold by eClerx Employee Welfare Trust on exercise of stock options	(35.89)
Add: Transferred from share based payment reserve on exercise of options	33.67
As at March 31, 2024	-

The Group recognises profit and loss on purchase, sale, issue or cancellation of the Company's own equity instruments to General reserve. Further the amounts recorded in share based payment reserve are transferred to General reserve upon exercise of stock options.

Capital redemption reserve

As at April 1, 2022	74.02
Add: Amount transferred from retained earnings on account of buy back of shares	17.14
As at March 31, 2023	91.16
Add: Amount transferred from retained earnings on account of buy back of shares	-
As at March 31, 2024	91.16

As per Companies Act, 2013, capital redemption reserve is created when Group purchases its own shares out of free reserves or securities premium. A sum equal to the nominal value of the shares so purchased is transferred to capital redemption reserve. The reserve is utilized in accordance with the provisions of section 69 of the Companies Act, 2013.

Statutory reserve

(Rupees in Million)

As at April 1, 2022	8.29
Add: Movement during the year	3.12
As at March 31, 2023	11.41
Add: Movement during the year	4.53
As at March 31, 2024	15.94

Reserves created by the Group to meet the requirements of the statutes in overseas subsidiary.

Foreign currency translation reserve

As at April 1, 2022	1,067.10
Add: Movement during the year	483.81
As at March 31, 2023	1,550.91
Add: Movement during the year	86.83
As at March 31, 2024	1,637.74

Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed-off.

Retained earnings

As at April 1, 2022	14,795.37
Add: Profit during the year	4,888.20
Less: Remeasurement losses on defined benefit plans	(14.04)
Less: Buyback Expenses	(29.84)
Less: Amount transferred to capital redemption reserve on account of buyback of shares	(17.14)
Less: Dividend and dividend tax paid	(33.11)
Add: Transfer on account of stock options not exercised	0.80
Less: Tax on Buyback	(621.11)
Add: Reversal of income tax provision	47.39
Less: Premium on Buyback of shares	(2,982.86)
Less: Issue of Bonus Share	(169.13)
As at March 31, 2023	15,864.53
Add: Profit during the year	5,114.56
Add: Tax credit on stock options	158.19
Less: Remeasurement losses on defined benefit plans	(53.58)
Less: Buyback Expenses	(5.71)
Less: Dividend paid	(48.22)
Add: Reversal of income tax provision	12.41
Less: Loss on shares sold by eClerx Employee Welfare Trust on exercise of stock options	(353.83)
As at March 31, 2024	20,688.35

Retained earnings represent the amount of accumulated earnings of the Group.

Other reserves

	As at March 31, 2024	As at March 31, 2023
Share based payment reserves	307.65	151.69
Hedging reserve	83.72	(92.37)
Capital reserve	0.11	0.11
General reserve	-	2.22
Capital redemption reserve	91.16	91.16
Statutory reserve	15.94	11.41
Foreign currency translation reserve	1,637.74	1,550.91
Retained earnings	20,688.35	15,864.53
	22,824.67	17,579.66

Treasury Shares

	No. of shares	(Rupees in Million)
As at March 31, 2022	(7,28,335)	(946.20)
Add: Shares purchased by eClerx Employee Welfare Trust	(2,31,163)	(381.11)
Less: Buyback of shares held by eClerx Employee Welfare Trust	32,575	42.08
Less: Issue of Bonus Shares	(3,56,637)	3.57
Less: Shares Sold by eClerx Employee Welfare Trust on exercise of stock options	2,92,180	370.37
As at March 31, 2023	(9,91,380)	(911.29)
Add: Shares purchased by eClerx Employee Welfare Trust	(2,06,830)	(456.58)
Less: Shares Sold by eClerx Employee Welfare Trust on exercise of stock options	4,05,093	535.89
As at March 31, 2024	(7,93,117)	(831.98)

	(Rupees in Million)	
	March 31, 2024	March 31, 2023
Other reserves	22,824.67	17,579.66
Treasury shares	(831.98)	(911.29)
Total other equity	21,992.69	16,668.37

Dividend distribution and proposed

	(Rupees in Million)	
	March 31, 2024	March 31, 2023
Cash dividends on equity shares declared and paid:		
Final dividend for the year ended on March 31, 2023: Re. 1 per share (March 31, 2022: Re.1 per share)	48.22	33.11
	48.22	33.11
Proposed dividends on equity shares:		
Cash dividend for the year ended on March 31, 2024: Re.1 per share (March 31, 2023: Re. 1 per share)	48.23	48.03
	48.23	48.03

Proposed dividend on equity shares are subject to approval at the annual general meeting and are not recognised as a liability as at March 31, 2024.

15. Employee benefit obligations

	(Rupees in Million)	
	As at March 31, 2024	As at March 31, 2023
Non-current		
Gratuity (refer note 32)	462.66	366.47
Other employee benefits	107.45	114.35
Incentive to employees	108.09	67.73
	678.20	548.55
Current		
Gratuity (refer note 32)	70.67	71.41
Compensated absences	266.77	292.79
Incentive to employees	1,290.95	1,002.91
	1,628.39	1,367.11

16. Other non-current liabilities

	(Rupees in Million)	
	As at March 31, 2024	As at March 31, 2023
Contract liabilities	2.56	13.85
	2.56	13.85

17. Borrowings

	(Rupees in Million)	
	As at March 31, 2024	As at March 31, 2023
Unsecured:*		
Current borrowings	-	3.08
Non current borrowings	-	6.77
	-	9.85

* This refers to unsecured working capital loan carrying interest rate of 0.50% to 3.00% p.a. taken by a subsidiary in Italy

18. Trade payables

(Rupees in Million)

18.a. Dues of Micro enterprises and small enterprises

	As at March 31, 2024	As at March 31, 2023
Trade payables	-	0.13
Principal amount paid (includes unpaid) beyond the appointed date	-	-
Interest paid on payments made beyond the appointed date	-	-
Interest due and payable for the year	-	-
Interest accrued and remaining unpaid	-	-

18.b. Dues of creditors other than Micro enterprises and small enterprises

	As at March 31, 2024	As at March 31, 2023
Trade payables	191.61	180.34

Ageing of trade payables outstanding as at March 31, 2024 and March 31, 2023 is as follows:

	As at March 31, 2024	As at March 31, 2023
Less than 1 year	191.61	180.34
1 to 3 years	-	-
More than 3 years	-	-
	191.61	180.340
Accrued expenses	696.62	584.19
	888.23	764.53

- All trade payables as at March 31, 2024 and March 31, 2023 are undisputed.
- Trade payables are non-interest bearing and are normally settled on 30-day terms
- For explanations on the Group's credit risk management processes, refer to note 40.
- Trade payables are measured at amortised cost.

19. Other current financial liabilities

(Rupees in Million)

	As at March 31, 2024	As at March 31, 2023
Accrued expense	696.62	584.19
Payable to employees and settlor on exercise of options	41.95	3.23
Other Payable	11.34	19.58
Unpaid dividend	0.11	0.11
Unpaid fractional share payout	0.11	0.12
	750.13	607.23
Break up of financial liabilities at amortised cost		
Borrowings	-	9.85
Trade payables	191.61	180.47
Other financial liabilities	750.13	607.23
Total	941.74	797.55

20. Other current liabilities

(Rupees in Million)

	As at March 31, 2024	As at March 31, 2023
Statutory dues and other liabilities	261.23	204.95
Contract liabilities	399.30	478.47
Other payables	5.33	10.75
	665.86	694.17

21. Income taxes

(Rupees in Million)

The major components of income tax expense for the years ended March 31, 2024 and March 31, 2023 are:

Consolidated statement of profit and loss:**Profit and loss section**

	March 31, 2024	March 31, 2023
Current income tax:		
Pertaining to current year	1,787.09	1,712.00
Adjustments in respect of current income tax of previous year	13.97	29.24
Deferred tax		
Relating to origination and reversal of temporary differences	(25.01)	(103.15)
Income tax expense reported in the statement of profit and loss	1,776.05	1,638.09

OCI section

Deferred tax related to items recognised in OCI during in the year ended:

	March 31, 2024	March 31, 2023
Net movement on of cash flow hedges	(59.22)	72.05
Net movement on remeasurement gains on defined benefit plans	13.18	4.63
Deferred tax credited to OCI	(46.04)	76.68

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2024 and March 31, 2023:

	March 31, 2024	March 31, 2023
Accounting profit before income tax	6,893.36	6,529.90
At India's statutory income tax rate of 25.168% (March 31, 2023: 25.168%)	1,734.92	1,643.45
Tax effect of income not chargeable to tax	(1.52)	(9.09)
Adjustments in respect of current income tax of previous year	13.97	29.24
Effect of different tax rates in subsidiaries	3.21	(4.91)
Change in tax rate for deferred taxes	5.25	7.92
(Allowances)/Disallowances for income tax purpose	20.22	(28.52)
Income tax expense reported in the statement of profit and loss	1,776.05	1,638.09
At the effective income tax rate of 25.76% (March 31, 2023: 25.09%)		

Significant component of deferred tax assets /(liabilities) and movement during the year as under:

Deferred tax balance in relation to	For the year ended March 31, 2024				As at March 31, 2024
	As at March 31, 2023	Recognized / (reversed) through profit and loss	Recognized / (reversed) from OCI	Others / Utilisation	
Property Plant & Equipment	128.92	93.71	-	-	222.63
Share based payments	27.35	12.87	-	-	40.22
Gratuity	81.39	5.04	-	-	86.43
Compensated absences	42.64	(2.43)	-	-	40.21
Expenses available for offsetting against future taxable income	33.97	2.47	-	-	36.44
Revaluation of cash flow hedges	31.06	-	(59.22)	-	(28.16)
Remeasurement gains / losses on defined benefit plans	22.86	-	13.18	-	36.04
Lease liability	420.55	161.01	-	-	581.56
Right of use assets	(319.68)	(184.08)	-	-	(503.76)
Gain on fair valuation of current investment	(23.51)	(12.03)	-	-	(35.54)
Outstanding Employee Stock Options	-	-	-	110.99	110.99
Intangibles on consolidation	(42.58)	(24.41)	-	-	(66.99)
Unutilized SEZ reinvestment reserve	-	(24.61)	-	-	(24.61)
Exchange Difference	-	(2.53)	-	-	-
Net deferred tax assets	402.97	25.01	(46.04)	110.99	495.46

Significant component of deferred tax assets /(liabilities) and movement during the year as under:

Deferred tax balance in relation to	For the year ended March 31, 2023				As at March 31, 2023
	As at March 31, 2022	Recognized / (reversed) through profit and loss	Recognized / (reversed) from OCI	Others / Utilisation	
Property Plant & Equipment	44.58	84.34	-	-	128.92
Share based payments	19.38	7.97	-	-	27.35
Gratuity	81.43	(0.04)	-	-	81.39
Compensated absences	2.38	40.26	-	-	42.64
Expenses available for offsetting against future taxable income	46.02	(12.05)	-	-	33.97
Revaluation of cash flow hedges	(40.99)	-	72.05	-	31.06
Remeasurement gains / (losses) on defined benefit plans	18.23	-	4.63	-	22.86
Lease liability	374.01	46.54	-	-	420.55
Right of use assets	(257.91)	(61.77)	-	-	(319.68)
Gain on fair valuation of current investment	(16.14)	(7.37)	-	-	(23.51)
Minimum alternative tax credit	6.55	-	-	(6.55)	-
Intangibles on consolidation	(44.96)	2.38	-	-	(42.58)
Exchange Difference	-	2.89	-	-	-
Net deferred tax assets	232.58	103.15	76.68	(6.55)	402.97

Reflected in the balance sheet as follows:

	March 31, 2024	March 31, 2023
Deferred tax assets	591.29	541.37
Deferred tax liabilities	95.83	138.40
Deferred tax assets, net	495.46	402.97

Reconciliation of deferred tax assets (net):

	March 31, 2024	March 31, 2023
Opening balance	402.97	232.58
Tax income during the period recognised in profit and loss	25.01	103.15
Tax income during the period recognised in OCI	(46.04)	76.68
Others	110.99	(6.55)
Exchange difference	2.53	(2.89)
Closing balance	495.46	402.97

The Group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

22. Revenue from operations

(Rupees in Million)

	For the year ended March 31, 2024	For the year ended March 31, 2023
Sale of services	29,255.43	26,487.06
Other operating revenue	-	(8.09)
	29,255.43	26,478.97

Revenues consist of the following:

Particulars		
Revenue from ITeS services	28,053.68	25,299.64
Revenue from software development, licensing of software products & related services	1,201.75	1,187.42
Total revenue from operations	29,255.43	26,487.06

Disaggregate revenue information

The table below presents disaggregated revenues from contracts with customers by geography and contract-type. The Group believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of its revenues and cash flows are affected by industry, market and other economic factors.

Revenues by Geography

(Rupees in Million)

North America	21,462.63	19,171.68
United Kingdom	1,400.75	1,331.38
Europe	4,037.06	4,123.02
Asia Pacific	2,354.99	1,860.98
Total	29,255.43	26,487.06

Revenues by contract type

Time & Materials	26,454.20	24,410.16
Fixed Price	2,801.23	2,076.90
Total	29,255.43	26,487.06

Reconciliation of the amount of revenue recognised in the statement of profit and loss with the contracted price:

Revenue as per contracted price	29,511.85	26,759.46
Reductions towards variable consideration components*	(256.42)	(272.40)
Revenue from contract with customers	29,255.43	26,487.06

*The reduction towards variable component comprises of volume discounts.

During the year ended March 31, 2024, the Group recognised revenue of Rs 367.67 million arising from opening unearned revenue as of April 1, 2023.

During the year ended March 31, 2023, the Group recognised revenue of Rs 289.51 million arising from opening unearned revenue as of April 1, 2022.

During the years ended March 31, 2024 and March 31, 2023, there is no revenue recognised from performance obligations satisfied (or partially satisfied) in previous periods.

As at March 31, 2024 and March 31, 2023, the Group does not have assets recognised from the cost incurred to obtain or fulfil a contract with a customer.

Performance obligations and remaining performance obligations

"The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognised as at the end of the reporting period and an explanation as to when the Group expects to recognise these amounts in revenue. Applying the practical expedient as given in Ind AS 115, the Group has

not disclosed the remaining performance obligation related disclosures for contracts:

- where the revenue recognised corresponds directly with the value to the customer of the entity's performance completed to date, typically those contracts where invoicing is on time and material basis and;
- where the performance obligation is part of a contract that has an original expected duration of one year or less. Remaining performance obligation estimates are subject to change and are affected by several factors, including terminations, changes in the scope of contracts, periodic revalidations, adjustment for revenue that has not materialised and adjustments for currency.

The aggregate value of performance obligations that are completely or partially unsatisfied as at March 31, 2024, other than those meeting the exclusion criteria mentioned above, is Rs. 21.69 million (March 31, 2023 Rs. 96.98 million). Out of this, the Company expects to recognise revenue of around 81.48% (March 31, 2023 Rs. 78.33%) within the next one year and the remaining thereafter. This includes contracts that can be terminated for convenience without a substantive penalty since, based on current assessment, the occurrence of the same is expected to be remote.

23. Other income

(Rupees in Million)

	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest income on fixed deposits	204.34	59.49
Interest income on corporate rent deposits	25.08	28.26
Profit on sale of current investments	116.15	106.84
Fair value gain on financial instruments at fair value through profit or loss	52.05	35.80
Gain on sale of fixed assets	11.73	4.69
Gain/(Loss) on fair valuation of non-current investment	-	1.38
Gain on foreign exchange fluctuation (net)	21.73	340.91
Government grants	87.08	25.20
Gain on lease modification	83.49	54.60
Miscellaneous income	54.70	2.34
	656.35	659.51

24. Employee benefits expense

(Rupees in Million)

	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries, wages and bonus	16,425.86	14,335.01
Contribution to provident and other funds	581.32	507.24
Employee stock compensation	188.43	74.40
Gratuity expense (refer note 32)	92.26	86.20
Staff welfare expense	96.06	92.40
	17,383.93	15,095.25

25. Depreciation and amortisation expense

(Rupees in Million)

	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation of tangible assets (refer note 3)	606.29	534.18
Amortisation of intangible assets (refer note 4)	195.85	199.95
Depreciation on Right of Use on Lease Assets (refer note 34.a.)	455.58	406.01
	1,257.72	1,140.14

26. Finance costs

(Rupees in Million)

	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest on loans	0.08	0.25
Interest on lease liabilities (refer note 34. a.)	234.76	211.37
	234.84	211.62

27. Other expense

(Rupees in Million)

	For the year ended March 31, 2024	For the year ended March 31, 2023
Rent expenses	308.14	263.42
Travelling expense	494.66	331.83
Communication expense	275.41	271.38
Legal and professional charges	514.55	469.37
Repairs and maintenance		
Building	19.66	7.30
Others	27.68	22.87
Consumables	17.07	21.10
Rates and taxes	23.79	36.52
Office expenses	126.96	110.43
Housekeeping services	57.32	51.20
Security charges	62.21	45.28
Insurance expenses	68.73	55.03
Subscription & membership fees	352.49	333.76
Electricity	162.73	133.79
Local conveyance	191.09	115.28
Computer and electrical consumables	342.90	264.08
Printing and stationery	6.54	6.38
Bad debts written off	7.43	(0.96)
Advertisement Expenses	10.08	10.34
Provision for doubtful debts	2.73	6.72
Business promotion	272.95	394.56
Bank charges	9.65	10.28
Directors' sitting fees	2.34	2.34
Loss on sale of fixed assets/assets disposed off (net)	-	0.45
Corporate Social Responsibility ("CSR") expenditure (refer details below)	88.77	67.98
Freight, transportation, port charges etc	11.01	19.69
Fair value loss on financial instruments at fair value through profit or loss	1.16	-
Miscellaneous expense	7.44	4.80
	3,465.49	3,055.22

Research and development expenditure:

In-house research and development centre ("R&D") of the Group is located in Mumbai. The aggregate expenditure on research and development activities in the in-house R&D centre is as follows:

	For the year ended March 31, 2024	For the year ended March 31, 2023
Revenue expenditure	255.00	156.54
Capital expenditure	-	-
	255.00	156.54

Details of CSR expenditure:

(Rupees in Million)

Gross amount required to be spent by the Group during the year: Rs 93.15 (March 31, 2023: Rs. 70.25) million.
Gross amount approved by the board to be spent during the year: Rs 93.15 (March 31, 2023: Rs. 70.25) million.

Nature of CSR activities:

The Company contributes to NGOs to support initiatives that measurably improve the lives of underprivileged by one or more of the focus areas such as health, poverty eradication, hunger eradication, education, gender equality, environmental sustainability and such other causes as notified under Section 135 of the Act and Companies (Corporate Social Responsibility Policy) Rules 2014 including any statutory amendments and modifications thereto.

For the year ended March 31, 2024

	In cash	Yet to be paid in cash	Total
(i) Construction/acquisition of any asset	-	-	-
(ii) On purposes other than above	84.56	4.21	88.77
(iii) Administrative expenses	4.38	-	4.38

For the year ended March 31, 2023

	In cash	Yet to be paid in cash	Total
(i) Construction/acquisition of any asset	-	-	-
(ii) On purposes other than above	67.98	-	67.98
(iii) Administrative expenses	3.28	-	3.28

CSR amount spent or unspent for the financial year

	For the year ended March 31, 2024	For the year ended March 31, 2023
Contribution to charitable trust*	84.56	67.98
Unspent amount in relation to:		
Ongoing project	4.21	-
Other than ongoing project**	-	-
	88.77	67.98

* none of the charitable trusts are related party

** In respect of other than ongoing projects, the Group has transferred unspent amount to a fund specified in Schedule VII of the Act, within a period of six months of the expiry of the financial year, in compliance with second proviso to sub section 5 of section 135 of the Act.

28. Components of Other Comprehensive Income ("OCI")

(Rupees in Million)

The disaggregation of changes to OCI by each type of reserve in equity is shown below:

During the year ended March 31, 2024:

	Cash flow hedge reserve	Retained earnings	Total
Net movement on cash flow hedges	235.31	-	235.31
Income tax effect on net movement on cash flow hedges	(59.22)	-	(59.22)
Remeasurement gains / (losses) on defined benefit plans	-	(66.76)	(66.76)
Income tax effect on remeasurement gains / (losses) on defined benefit plans	-	13.18	13.18
Exchange differences on translation of foreign operations	86.83	-	86.83
	262.92	(53.58)	209.34

During the year ended March 31, 2023:

	Cash flow hedge reserve	Retained earnings	Total
Net movement on cash flow hedges	(286.28)	-	(286.28)
Income tax effect on net movement on cash flow hedges	72.05	-	72.05
Remeasurement gains / (losses) on defined benefit plans	-	(18.67)	(18.67)
Income tax effect on remeasurement gains / (losses) on defined benefit plans	-	4.63	4.63
Exchange differences on translation of foreign operations	483.81	-	483.81
	269.58	(14.04)	255.54

29. Earnings per share ("EPS")

The basic earnings per equity share are computed by dividing the net profit attributable to the equity shareholders of the Holding Company for the year by the weighted average number of equity shares outstanding during the reporting period. The number of shares used in computing diluted earnings per share comprises the weighted average number of equity shares considered for deriving basic earnings per share, and also the weighted average number of equity shares, which would be issued on the conversion of all dilutive potential equity shares into equity shares, unless the results would be antidilutive.

The following reflects the income and share data used in the basic and diluted EPS computations:

	As at March 31, 2024	As at March 31, 2023
Profit attributable to equity holders of the Group (Rs in millions) :	5,114.56	4,888.20
Weighted average number of equity shares for basic EPS*	4,81,80,207	4,94,98,018
Dilutive impact of employee stock options*	8,20,599	8,15,555
Weighted average number of equity shares adjusted for the effect of dilution*	4,90,00,806	5,03,13,573

Earnings per equity share (in Rs.)

Basic	106.15	98.76
Diluted	104.38	97.15

*The weighted average number of shares takes into account the weighted average effects of changes in treasury share transaction during the year.

29. a. Details of non - current investments

Particulars	As at March 31		Currency	Face value	As at March 31	
	2024	2023			2024	2023
	Number of unit				Rupees in Million	
Non current investments (Unquoted, carried at fair value through profit and loss)						
Talentick Edusolutions Private Limited	8,000	8,000	Rs.	1	2.40	2.40
Stellaris Venture Partners India Trust II	530	400	Rs.	1,00,000	49.94	38.11
Investment In Government Securities	10,700	10,300	USD	100	88.42	82.76
Total					140.76	123.27

29.b. Details of current investments

Particulars	As at March 31		As at March 31	
	2024	2023	2024	2023
	No. of shares/units		Rupees in Million	
Quoted, carried at fair value through profit and loss				
Investment in mutual funds				
ABSL Overnight fund- Growth- Direct Plan	-	2,64,107	-	320.21
Bandhan Ultra Short Term Fund Direct Plan earlier known as IDFC Ultra Short Term Fund Direct Plan - Growth)	2,48,67,088	2,48,67,088	349.32	325.31
Bandhan Low Duration Fund-Growth-(Direct Plan) (earlier known as IDFC Low Duration Fund- Growth- (Direct Plan)	34,96,931	34,96,931	125.69	117.08
Bandhan Low Duration Fund-Growth (earlier known as IDFC Low Duration Fund- Growth- (Regular Plan))	66,51,346	66,51,346	234.12	218.63
HDFC Liquid Fund- Direct Plan- Growth Option	73,890	-	350.51	-

29.b. Details of current investments

Particulars	As at March 31		As at March 31	
	2024	2023	2024	2023
	No. of shares/units		Rupees in Million	
Invesco India Liquid Fund - Direct Plan Growth	30,316	-	100.49	-
Nippon India Liquid Fund- Growth Plan- Growth Option	59,982	-	350.52	-
Nippon India Overnight Fund- Direct Growth Plan	-	29,96,894	-	360.72
UTI liquid cash plan- Direct Growth Plan	37,835	-	149.75	-
Kotak Liquid Scheme - Regular - Growth	2,112	24,541	10.22	110.86
Kotak Overnight Fund Direct- Growth	-	2,40,973	-	288.15
ICICI Prudential Liquid Fund - Direct Plan - Growth	-	6,36,062	-	211.93
Axis Overnight Fund Direct Growth	-	2,83,843	-	336.52
Tata Liquid Fund - Direct Plan - Growth	91,987	-	350.49	-
Investment In Government Securities	63,380	41,130	520.25	332.38
			2,541.36	2,621.79

	Face value		Rupees in Million	
Unquoted, carried at amortised cost				
Investments in current government securities	1,400	-	1,382.86	-
Total current investments			3,924.22	2,621.79

30. Group Information

Consolidated financial statements of the Group included subsidiaries listed in the table below :

Sr. No.	Name of the Company	Country of Incorporation	Shareholding and voting power	
			31 March 2024	31 March 2023
1	eClerx Limited	United Kingdom	100%	100%
2	eClerx LLC	United States of America	100%	100%
3	eClerx Private Limited	Singapore	100%	100%
4	eClerx Investments (UK) Limited	United Kingdom	100%	100%
5	CLX Europe S.P.A	Italy	100% subsidiary of eClerx Investments (UK) Limited	100% subsidiary of eClerx Investments (UK) Limited
6	eClerx B.V.	Netherlands	100% subsidiary of eClerx Investments (UK) Limited	100% subsidiary of eClerx Investments (UK) Limited
7	CLX Europe Media Solution GmbH	Germany	100% subsidiary of CLX Europe S.P.A	100% subsidiary of CLX Europe S.P.A
8	CLX Europe Media Solution Limited	United Kingdom	100% subsidiary of CLX Europe Media Solution GmbH	100% subsidiary of CLX Europe Media Solution GmbH
9	CLX Thai Company Limited	Thailand	49% holding by CLX Europe S.P.A*	49% holding by CLX Europe S.P.A*
10	eClerx Employee Welfare Trust	India	Entity under control of the Company	Entity under control of the Company
11	eClerx Canada Limited	Canada	100% subsidiary of eClerx Investments (UK) Limited	100% subsidiary of eClerx Investments (UK) Limited
12	Eclipse Global Holdings LLC	United States of America	100% subsidiary of eClerx LLC	100% subsidiary of eClerx LLC
13	Personiv Contact Centers LLC	United States of America	100% subsidiary of Eclipse Global Holdings LLC	100% subsidiary of Eclipse Global Holdings LLC
14	ASEC Group, LLC	United States of America	100% subsidiary of Eclipse Global Holdings LLC	100% subsidiary of Eclipse Global Holdings LLC
15	AGR Operations Manila Inc.	Philippines	99.99% holding by Personiv Contact Centers LLC	99.99% holding by Personiv Contact Centers LLC
16	AG Resources (India) Private Limited.	India	99.98% holding by Personiv Contact Centers LLC	99.98% holding by Personiv Contact Centers LLC
17	Personiv Contact Centers India Private Limited.	India	99.85% holding by Personiv Contact Centers LLC	99.85% holding by Personiv Contact Centers LLC
18	eClerx PTY Ltd.	Australia	100% subsidiary of eClerx Investments (UK) Limited	100% subsidiary of eClerx Investments (UK) Limited
19	eClerx ME Information Technology Consultants LLC	UAE	100% subsidiary of eClerx Investments (UK) Limited	-
20	eClerx Switzerland SA	Switzerland	100% subsidiary of eClerx Investments (UK) Limited	-

* This is subsidiary for the purpose of consolidation as per Ind AS 110 "Consolidated Financial Statements".

31. Impairment testing of goodwill

Goodwill acquired through business combinations pertain to Customer Operations ("CO") cash generating unit ("CGU"), CLX Europe s.p.a. CGU, TwoFour CGU and Eclipse Global Holdings LLC CGU. The Group evaluates goodwill for impairment annually. The Group performs its annual impairment test for year ended March 31, 2024 and March 31, 2023 on respective balance sheet date. The recoverable amount of above CGU exceeded its carrying amount. Following is the break-up of carrying amount of goodwill :

	(Rupees in Million)	
	March 31, 2024	March 31, 2023
Customer Operations CGU	888.59	888.59
CLX Europe CGU	1,442.17	1,431.41
Two Four Consulting CGU	56.92	56.14
Eclipse Global Holdings CGU	1,605.76	1,583.69
	3,993.44	3,959.83

Customer Operations CGU

The recoverable amount of the Customer operations CGU as on March 31, 2024 has been determined based on a value in use calculation using cash flow projections from financial budgets approved by the management covering a five year period. The projected cashflows have been updated to reflect the expected demand for these services. The average growth rate used to extrapolate the cash flows of the CGU for the five year period is 5.25%. (31 March 2023 : 5.25%). The growth rate used to extrapolate the cash flows of the unit beyond the five-year period is 2% (March 31, 2023: 2%). This growth rate is in line with the industry average growth rate. The discount rate applied to cash flow projections for impairment testing during the current year is 26.07% (March 31, 2023 : 26.01%) . As a result of the analysis, the management did not identify any impairment for this CGU.

CLX Europe CGU

The recoverable amount of CLX Europe CGU as on March 31, 2024 has been determined based on a value in use calculation using cash flow projections from financial budgets approved by the management covering a five year. The projected cash flows have been updated to reflect the expected demand for these services. The average growth rate used to extrapolate the cash flows of the CGU for the five year period is 4.80% (31 March 2023 : 4.87%). The growth rate used to extrapolate the cash flows of the unit beyond the five year period is 2% (March 31, 2023: 2%). This growth rate is in line with the industry average growth rate. The discount rate applied to cash flow projections for impairment testing during the current year is 10.80% for its units in different countries. (March 31, 2023 : 10.80%). As a result of the analysis, the management did not identify any impairment for this CGU.

Eclipse Global Holdings CGU

The recoverable amount of Personiv CGU as on March 31, 2023 has been determined based on a value in use calculation using cash flow projections from financial budgets approved by the management covering a five year period. The projected cash flows have been updated to reflect the expected demand for these services. The average growth rate used to extrapolate the cash flows of the CGU for the five year period is 10.01% (31 March 2023 : 9.58%). The growth rate used to extrapolate the cash flows of the unit beyond the five year period is 2% (31 March 2023 : 2%). This growth rate is in line with the industry average growth rate. The discount rate applied to cash flow projections for impairment testing during the current year is 18.871% (31 March 2023 : 18.161%) for its units in different countries. As a result of the analysis, the management did not identify any impairment for this CGU.

TwoFour Consulting Goodwill

The recoverable amount of TwoFour Consulting as on March 31, 2024 has been determined based on a value in use calculation using cash flow projections from financial budgets approved by the management covering a five year period. The projected cash flows have been updated to reflect the expected demand for these services. The average growth rate used to extrapolate the cash flows of the CGU for the five year period is 5% (31 March 2023 : 5.00%). The growth rate used to extrapolate the cash flows of the unit beyond the five year period is 2% (31 March 2023 : 2%) . This growth rate is in line with the industry average growth rate. The discount rate applied to cash flow projections for impairment testing during the current year is 18.22% (31 March 2023 : 18.22%) for its units in different countries. As a result of the analysis, the management did not identify any impairment for the Company.

Key assumptions used for value in use calculations

The calculation of value in use for CGUs are most sensitive to following assumptions:

Growth rate estimates: These are based on growth budgeted as per business plan. The management factors industry and segment growth rate including global business and economic uncertainties.

Margins & Costs: These are based on average margins achieved historically and adjusted for anticipated efficiencies and planned expansions.

Discount Rates: They represent the current market assessment of the risks specific to each CGU, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Group and its operating segments and is derived from its weighted average cost of capital ("WACC"). The WACC takes into account equity and debt where the CGU has a borrowing.

The cost of equity is derived from the expected return on investment by the Group's investors. The cost of debt is based on the interest borrowings the Group is obliged to service. Segment specific risk is incorporated by applying individual beta factors. The

beta factors are evaluated annually based on publicly available market data. Adjustments to the discount rate are made to factor in the specific amount and timing of the future tax flows in order to reflect the pre-tax discount rate.

32. Gratuity benefit plans

The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the Act, the employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age. The gratuity scheme is managed by a trust which regularly contributes to insurance service provider which manages the funds of the trust. The fund's investments are managed by certain insurance companies as per the mandate provided to them by the trustees and the asset allocation is within the permissible limits prescribed in the insurance regulations. The Company recognises actuarial gains and losses immediately in other comprehensive income, net of taxes.

The following tables summarise the components of net benefit expense recognised in the statement of profit or loss majorly for Indian gratuity plans

	March 31, 2024	March 31, 2023
Current service cost	55.50	54.41
Interest cost on benefit obligation	31.95	27.67
Return on plan assets (excluding amounts included in net interest expense)	(1.29)	(0.87)
Total of Indian subsidiaries (a)	86.16	81.21
Amount pertaining to foreign subsidiaries (b)	6.10	4.99
Total expense recognised in statement of profit and loss (a) + (b)	92.26	86.20

The funded status majorly of the Indian gratuity plans and the amounts recognized in the Group's financial statements as at March 31, 2024 and March 31, 2023 is as follows:

	Domestic plan		
	Defined benefit obligation	Fair value of plan assets	Net total
Employee benefit liability as at April 1, 2022	401.99	12.26	389.73
Gratuity cost charged to statement of profit and loss			
Service cost	54.41	-	54.41
Net interest expense	27.67	-	27.67
Return on plan assets (excluding amounts included in net interest expense)	-	0.87	(0.87)
Sub-total included in statement of profit and loss	82.08	0.87	81.21
Benefits paid			
from fund	(62.82)	(62.82)	-
paid by employer	(4.38)	(1.98)	(2.40)
Remeasurement losses / (gains) in other comprehensive income			
Actuarial changes arising from changes in demographic assumptions	-	-	-
Actuarial changes arising from changes in financial assumptions	(16.37)	-	(16.37)
Experience adjustments	34.86	(0.07)	34.93
Sub-total of remeasurement losses / (gains) included in OCI	18.49	(0.07)	18.56
Contributions by employer	-	70.25	(70.25)
Employee benefit liability as at March 31, 2023	435.36	18.51	416.86
Employee benefit liability as at April 1, 2023	435.36	18.51	416.85
Gratuity cost charged to statement of profit and loss			
Service cost	55.50	-	55.50
Adjustment	(15.71)	-	(15.71)
Net interest expense	31.95	-	31.95
Return on plan assets (excluding amounts included in net interest expense)	-	1.29	(1.29)
Sub-total included in statement of profit and loss	71.74	1.29	70.46
Benefits paid			
from fund	(33.59)	(33.59)	-
paid by employer	(8.38)	(2.58)	(5.80)

	Domestic plan		
	Defined benefit obligation	Fair value of plan assets	Net total
Remeasurement losses / (gains) in other comprehensive income			
Actuarial changes arising from changes in demographic assumptions	-	-	-
Actuarial changes arising from changes in financial assumptions	13.81	-	13.81
Experience adjustments	36.05	(0.05)	36.10
Sub-total of remeasurement losses / (gains) included in OCI	49.86	(0.05)	49.91
Contributions by employer	-	44.48	(44.48)
Employee benefit liability as on March 31, 2024	514.99	28.06	486.95

Total gratuity payable of the Group as at March 31, 2024 and March 31, 2023 is as follows:

	March 31, 2024	March 31, 2023
Indian subsidiaries	486.95	416.86
Foreign subsidiaries	46.38	21.02
	533.33	437.88

The principal assumptions used in determining gratuity obligations of the Group are shown below:

	March 31, 2024 %	March 31, 2023 %
Discount rate:		
India gratuity plan	7.06 - 7.19	7.16-7.51
Future salary increases:		
India gratuity plan	6.00 - 6.50	6.00 - 6.90
Assumption:		
Expected return on plan assets	7.06 - 7.19	6.59 - 7.35
Employee turnover:		
a. For service 4 years and below (p.a.)	33.00	33.00
b. For service 5 years and above (p.a.)	4.00	4.00

Mortality rate during employment is based on report of Indian Assured Lives Mortality (2012-14).

A quantitative sensitivity analysis for significant assumption is as shown below:

India gratuity plan:

	March 31, 2024	March 31, 2023
Increase / (Decrease) on account of:		
Effect of +1% Change in discount rate	(49.19)	(41.09)
Effect of -1% Change in discount rate	57.79	48.15
Effect of +1% Change in future salary increases	47.86	40.11
Effect of -1% Change in future salary increases	(42.96)	(36.01)
Effect of +1% Change in employee turnover	6.22	6.18
Effect of -1% Change in employee turnover	(7.25)	(7.12)

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

The following payments are expected contributions to the defined benefit plan in future years:

	March 31, 2024	March 31, 2023
Within the next 12 months (next annual reporting period)	30.99	30.09
Between 2 and 5 years	116.15	101.10
Between 5 and 10 years	168.53	140.91
Total expected payments	315.67	272.10

The average duration of the defined benefit plan obligation at the end of the reporting period is 12 years (31 March 2023: 12 years).

33. Share-based payments

Employee Stock Option Plan

Under the employee stock option plan, the Company, grants options to senior executive employees of the Company and its subsidiaries as approved by the Nomination and Remuneration Committee. Vesting period is three years from the date of grant. Further, vesting of certain portion of the stock options is dependent on the Compounded Annual Growth Rate of the organic operating revenues of the Company.

The fair value of the stock options is estimated at the grant date using a Black and Scholes model, taking into account the terms and conditions upon which the share options were granted. The contractual term of each option granted is six years. There are no cash settlement alternatives. The Company does not have a past practice of cash settlement of these options.

The expense recognised for employee services received during the year is shown in the following table:

	(Rupees in Million)	
	March 31, 2024	March 31, 2023
Expense arising from equity-settled share-based payment transactions	189.63	85.00
	189.63	85.00

ESOP 2015 scheme:

Pursuant to the applicable requirements of the erstwhile Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("the SEBI guidelines"), the Company had framed and instituted Employee Stock Option Plan 2015 ("ESOP 2015") to attract, retain, motivate and reward its employees and to enable them to participate in the growth, development and success of the Company.

ESOP 2015 envisages an eClerx Employee Welfare Trust ("ESOP Trust") which is authorised for secondary acquisition. During the year ended March 2024, ESOP trust has bought 206,830 shares (March 31, 2023: 231,163 shares) from open market. As at March 31, 2024, ESOP Trust holds 793,117 shares (March 31, 2023 : 991,380) of the Company and it will acquire additional equity shares at prevailing market price to meet requirements of ESOP 2015 scheme

Movements during the year:

The following table illustrates the number and weighted average exercise prices (WAEP) of, and movements in, share options during the year under ESOP 2015 scheme

	March 31, 2024	March 31, 2024	March 31, 2023	March 31, 2023
	No. of options	WAEP	No. of options	WAEP
Outstanding at the beginning of the year	16,26,301	813.26	10,33,741	839.78
Granted during the year	6,64,980	1,419.81	3,32,220	2,149.95
Adjusted for Bonus*		-	6,29,300	-
Forfeited during the year	68,915	1,219.38	85,425	805.45
Exercised during the year	4,13,446	404.87	2,83,535	658.81
Outstanding at the end of the year	18,08,920	1,114.10	16,26,301	813.26
Exercisable at the end of the year	2,56,065		2,69,506	

Notes:

*Adjusted to give the effect of bonus equity shares issued in the current year ended March 31, 2024.

The weighted average remaining contractual life for the share options outstanding as at March 31, 2024 was 3.77 years (March 31, 2023: 3.66 years).

The range of exercise prices for options outstanding at the end of the year was Rs. 275.35 to 1433.30 (March 31, 2023: 275.35 to Rs. 1,433.30).

The weighted average fair value of options granted during the year was Rs.509.89 (March 31, 2023: Rs.511.48*)

The average vesting period is 3 years and exercise period is 3 years from the date of vesting.

The following tables list the inputs to the models used for fair valuation of the options :

	For the year ended March 31,2024	For the year ended March 31,2023
Date of grant	May 25, 2023	May 24, 2022
Dividend yield (%)	4.76	4.10
Expected volatility (%)	47.88	47.44
Risk-free interest rate (%)	6.83	6.96
Expected life of share options (years)	4.35	4.36
Model used	Black and Scholes	Black and Scholes
Stock price (Rs.)	1,480.85	1,449.17*
Exercise Price (Rs.)	1,419.81	1,433.30*

*Adjusted to give the effect of bonus equity shares issued in the previous year ended March 31, 2023.

The expected life of the share options is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome.

34. a. Leases

(Rupees in Million)

Group as lessee

The Group has entered into commercial property leases for its offices.

The changes in the carrying values of right-of-use asset for the years ended March 31, 2024 and March 31, 2023 are given below.

Gross carrying value	
As at April 01, 2022	2,164.62
Additions	762.04
Adjustment on account of lease modification	(33.74)
Translation exchange difference	13.23
As at March 31, 2023	2,906.15
Additions	1,317.05
Adjustment on account of lease modification	-
Deletions	147.07
Translation exchange difference	16.34
As at March 31, 2024	4,092.47
Depreciation and impairment	
As at April 1, 2022	970.54
Depreciation charge for the year	406.01
Deletions	-
As at March 31, 2023	1,376.55
Depreciation charge for the year	455.58
Deletions	86.82
As at March 31, 2024	1,745.31
Net Book Value	
As at March 31, 2024	2,347.16
As at March 31, 2023	1,529.60

Set out below are the carrying amounts of lease liabilities and the movements during the the years ended March 31, 2024 and March 31, 2023:

As at April 01, 2022	1,629.83
Additions	762.04
Adjustment on account of lease modification	(88.33)
Accretion of interest	211.37
Repayments	(602.41)
Translation exchange difference	13.23
As at March 31, 2023	1,925.73
Additions	1,317.05

Deletions		(147.07)
Adjustment on account of lease modification		-
Accretion of interest		234.76
Repayments		(692.74)
Translation exchange difference		19.67
As at March 31, 2024		2,657.40

	March 31, 2024	March 31, 2023
Current	409.09	423.81
Non-current	2,248.31	1,501.92
	2,657.40	1,925.73

The maturity analysis of undiscounted lease liabilities as at March 31, 2024 and March 31, 2023 are as follows:

	March 31, 2024	March 31, 2023
Less than 1 year	642.24	637.79
1 to 5 years	2,146.47	1,573.32
>5 years	1,159.01	587.71
	3,947.72	2,798.82

The following amounts are recognised in Statement of Profit and Loss for the year ended March 31, 2024:

	March 31, 2024	March 31, 2023
Depreciation expenses on right-of-use assets	455.58	406.01
Interest expense on lease liabilities	234.76	211.37
	690.34	617.38

The Group had total cash outflows for leases of Rs. 692.74 million for the year ended March 31, 2024 (March 31, 2023: Rs. 602.41 million).

The minimum rental payments to be made in future in respect of leases to which the Group has chosen to apply the practical expedient as per the standard as of March 31, 2024 is as follows:

	March 31, 2024	March 31, 2023
Less than 1 year	29.13	3.60
1 to 5 years	0.04	-
>5 years	-	-
	29.17	3.60

34. b. Commitments

(Rupees in Million)

Capital Commitments	March 31, 2024	March 31, 2023
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	35.73	31.00

34. c. Contingent liabilities

(Rupees in Million)

Contingent liabilities	March 31, 2024	March 31, 2023
Income tax demands (refer note a)	405.25	624.72
Indirect tax demands (refer note b and c)	13.49	6.19

Notes:

- The Company has received Income tax demands amounting to Rs. 405.25 million (including interest) for financial years 2009-10 to 2021-22 against which appeals are pending with Commissioner of Income Tax (Appeals) and Income Tax Appellate Tribunal.
- The Company has received Service tax demands amounting to Rs. 6.19 million (excluding interest and penalties) for the period April 2007 to March 2013 against which appeals are pending with Central Excise and Service Tax Appellate Tribunal.
- The Company has received GST Assessment Order for demands amounting to Rs. 7.30 million (excluding interest and penalties) for the period

July 2017 to March 2018 against which appeals are pending with Commissioner Appeal. There is remote chance to materialize the demand.

With respect to tax refund claims for the period July 2014 till March 2017 to the extent rejected by the Services Tax Department for Rs.2.08 million, the Group's appeals are pending with Central Excise and Service Tax Appellate Tribunal.

The amounts represent best possible estimates arrived at on the basis of available information. The uncertainties and possible reimbursements are dependent on the outcome of the different legal processes which have

been invoked by the Company or the claimants as the case may be and therefore cannot be predicted accurately. The Company engages reputed professional advisors to protect its interest and has been advised that it has strong legal positions against each of such disputes. The Management including its tax advisors expect that its

position will likely be upheld on ultimate resolution and probability of any tax demand materialising against the Company is remote. Hence, no provision has been made in the financial statements for these disputes except Rs 15.22 million (March 31, 2023: 9.81 million) has been provided as per requirement of Appendix C to Ind AS 12 Income taxes.

35. Related party transactions

A. RELATED PARTIES & KEY MANAGEMENT PERSONNEL

Name of related party and related party relationship

Key Management Personnel:

- PD. Mundhra** (Executive Director)
- Anjan Malik** (Non-Executive Director)
- Kapil Jain** (Managing Director & Group CEO)
(w.e.f May 25, 2023)
- Rohitash Gupta** (Chief Financial Officer)
(Resigned w.e.f May 12, 2022)
- Srinivasan Nadadhur** (Chief Financial Officer)
(w.e.f. May 12, 2022)
- Pratik Bhanushali** (Company Secretary)
- Biren Gabhawala**
(Non-Executive Independent Director)
- Anish Ghoshal**
(Non-Executive Independent Director - Chairman)
- Alok Goyal** (Non-Executive Independent Director)
(Resigned w.e.f August 10, 2022)
- Deepa Kapoor** (Non-Executive Independent Director)
- Shailesh Kekre** (Non-Executive Independent Director)
- Srinjay Sengupta** (Non-Executive Independent Director)
- Naval Bir Kumar** (Non-Executive Independent Director)
(w.e.f. August 09, 2022)
- Naresh Chand Gupta** (Non-Executive Independent Director)
(w.e.f. August 09, 2022)
- Bala C Deshpande**
(Non-Executive Independent Director)
(w.e.f. May 25, 2023)

B. DETAILS OF RELATED PARTY & KEY MANAGEMENT PERSONNEL TRANSACTIONS:

There are no transactions with related parties to report for the relevant financial year except below transactions with key management personnel.

Transactions with key management personnel

Name	Nature of Transaction	(Rupees in Million)	
		March 31, 2024	March 31, 2023
Anjan Malik	Dividend	11.75	9.01
PD. Mundhra	Dividend	11.80	9.01
Srinivasan Nadadhur	Dividend	0.02	0.01
Biren Gabhawala	Dividend	0.01	0.01
Anish Ghoshal	Dividend	0.00	0.00
Pratik Bhanushali	Dividend	0.00	0.00
Biren Gabhawala	Commission & Sitting Fees	3.50	3.56
Anish Ghoshal	Commission & Sitting Fees	3.50	3.62
Alok Goyal	Commission & Sitting Fees	-	1.27
Deepa Kapoor	Commission & Sitting Fees	3.50	3.56
Shailesh Kekre	Commission & Sitting Fees	3.50	3.56
Srinjay Sengupta	Commission & Sitting Fees	3.50	3.56
Naresh Chand Gupta	Commission & Sitting Fees	3.50	2.24
Naval Kumar Bir	Commission & Sitting Fees	3.50	2.24
Roshini Bakshi	Commission & Sitting Fees	-	0.27
Bala Deshpande	Commission & Sitting Fees	2.97	-
PD. Mundhra	Buy Back of shares	-	702.70
Anjan Malik	Buy Back of shares	-	702.40
Srinivasan Nadadhur	Buy Back of shares	-	1.04
Pratik Bhanushali	Buy Back of shares	-	0.01

Compensation of key management personnel of the Group

(Rupees in Million)

	March 31, 2024	March 31, 2023
Anjan Malik		
Short-term employee benefits	27.52	27.13
PD. Mundhra		
Short-term employee benefits	27.60	27.60
Kapil Jain		
Short-term employee benefits	183.10	-
Rohitash Gupta		
Short-term employee benefits	-	2.18
Share-based payment	-	4.88
Srinivasan Nadadhur		
Short-term employee benefits	16.60	14.69
Share-based payment	3.23	2.40
Pratik Bhanushali		
Short-term employee benefits	6.11	5.27
Total compensation paid to key management personnel	264.16	84.15

Note: The remuneration to the key management personnel does not include the provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the Group as a whole.

The amounts disclosed in the table are the amounts recognised as an expense during the reporting period related to key management personnel except share based payment which is disclosed on the basis of shares exercised.

36. Segment Information

(Rupees in Million)

The Board of directors i.e. Chief Operating Decision Maker evaluates the group's performance and allocates resources based on an analysis of various performance indicators by reportable segments. The Group operates under a single reportable segment which is data management, analytics solutions and process outsourcing services. Further the risks and rewards under various geographies where the group operates are similar in nature.

The following tables present revenue and assets information regarding the Group's geographical segments:

	For the year ended	
	March 31, 2024	March 31, 2023
Revenue from external customers		
North America	21,462.63	19,171.68
United Kingdom	1,400.75	1,331.38
Europe	4,037.06	4,123.02
Asia Pacific	2,354.99	1,860.98
Total Revenue	29,255.43	26,487.06

The Group has one customer with revenue greater than 10% of total group revenue amounting to Rs. 4,272.31 million for the year ended March 31, 2024 and one customer with revenue greater than 10% each of the group revenue totalling Rs. 3,704.11 million for the year ended March 31, 2023.

	As at	
	March 31, 2024	March 31, 2023
Non-current operating assets		
North America	2,408.84	2,624.71
United Kingdom	180.51	198.99
Europe	2,165.96	2,078.68
Asia Pacific	3,989.21	3,304.45
Total Assets	8,744.52	8,206.83

Note: Non - current operating assets for this purpose consists of property plant and equipment, right-of-use asset, capital work in progress, goodwill, other intangibles, other non - current assets and net tax assets.

37. Hedging activities and derivatives

Foreign exchange forward contracts measured at fair value through OCI are designated as hedging instruments in cash flow hedges of forecast sales in USD. These forecast transactions are highly probable, and they comprise about 51.34% of the Group's total expected sales in US dollars. The foreign exchange forward contract balances vary with the level of expected foreign currency sales and changes in the foreign exchange forward rate. The terms of foreign currency forward contracts match the terms of the expected highly probable forecast transactions. As a result, no hedge ineffectiveness arises requiring recognition through profit or loss.

March 31, 2024

Type of Hedge and Risks	Nominal Value (Rupees in Million)	Carrying amount of hedging instrument (Rupees in Million)		Maturity date	Weighted average forward rate
		Assets	Liabilities		
Cash flow hedges					
Foreign currency risk					
Foreign exchange forward contracts - USD	18,995.42	111.89	-	April 2024 - March 2026	84.88

March 31, 2023

Type of Hedge and Risks	Nominal Value (Rupees in Million)	Carrying amount of hedging instrument (Rupees in Million)		Maturity date	Weighted average forward rate
		Assets	Liabilities		
Cash flow hedges					
Foreign currency risk					
Foreign exchange forward contracts - USD	16,064.29	4.58	128.00	April 2023 - March 2025	82.89

The cash flow hedges of the expected future sales during the year ended March 31, 2024 were assessed to be highly effective and a net unrealised gain of Rs.111.89 million, with deferred Tax liability of Rs.28.16 million relating to the hedging instruments, is included in OCI. Comparatively, the cash flow hedges of the expected future sales during the year ended March 31, 2023 were assessed to be highly effective and net unrealised loss of Rs. 123.42 million, with a deferred tax asset of Rs.31.06 million was included in OCI in respect of these contracts.

The amounts reclassified from OCI to profit or loss for the year ended March 31, 2024, amounts to loss of Rs.81.06 million (March 31, 2023: loss of Rs. 337.04 million).

38. Fair values

Set out below, is a comparison by class of the carrying amounts and fair value of the Group's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:

(Rupees in Million)

	Carrying value		Fair value	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Fair value through profit or loss (FVTPL) financial investments	2,682.12	2,745.06	2,682.12	2,745.06
Foreign exchange forward contracts - (Liabilities) / Assets	111.89	(123.42)	-	(123.42)
Total	2,794.01	2,621.64	2,682.12	2,621.64

The management assessed that cash and cash equivalents, other bank balances, trade receivables, other financial assets, trade payables and other financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

The fair values of the financial assets carried at fair value through profit and loss ("FVTPNL") classified as "Level 1" are derived from quoted market prices in active markets. The cost of unquoted investments included in "Level 3" of fair value hierarchy approximate their fair value because there is a wide range of possible fair value measurements and the cost represents estimate of fair value within that range.

The Group enters into derivative financial instruments with various counterparties. Foreign exchange forward contracts are valued using valuation techniques, which employs the use of market observable inputs. The valuation techniques include forward pricing using present value calculations. The model incorporates

various inputs including the foreign exchange spot and forward rates, yield curves of the respective currencies, currency basis spreads between the respective currencies, interest rate curves and forward rate curves of the underlying currency. As at March 31, 2024, the marked-to-market value of derivative asset / (liability) positions should be net of credit valuation adjustment attributable to derivative counterparty default risk. The changes in counterparty credit risk had no material effect on the hedge effectiveness assessment for derivatives designated in hedge relationships recognised at fair value.

The fair value of security deposit that carries no interest is measured at the present value by discounting using the prevailing market rate of interest for a similar instrument with a similar credit rating.

39. Fair value hierarchy

The following table provides the fair value measurement hierarchy of the Group's assets and liabilities.

Quantitative disclosures of fair value measurement hierarchy for assets as at March 31, 2024:

(Rupees in Million)

	Date of valuation	Fair value measurement using			
		Total	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
			(Level 1)	(Level 2)	(Level 3)
Assets / (Liabilities) measured at fair value:					
Foreign exchange forward contracts	March 31, 2024	111.89	-	111.89	-
FVTPL financial investments (Note 38):					
Investments in quoted mutual funds	March 31, 2024	2,021.11	2,021.11	-	-
Investments in government securities	March 31, 2024	608.67	608.67	-	-
Investments in unquoted equity shares / fund	March 31, 2024	52.34	-	-	52.34

Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2023:

(Rupees in Million)

	Date of valuation	Fair value measurement using			
		Total	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
			(Level 1)	(Level 2)	(Level 3)
Assets / (Liabilities) measured at fair value:					
Foreign exchange forward contracts	March 31, 2023	(123.42)	-	(123.42)	-
FVTPL financial investments (Note 38):					
Investments in quoted mutual funds	March 31, 2023	2,289.41	2,289.41	-	-
Investment in government securities	March 31, 2023	415.14	415.14	-	-
Investments in unquoted equity shares / fund	March 31, 2023	40.51	-	-	40.51

40. Financial risk management objectives and policies

The Group's principal financial liabilities, other than derivatives and lease liabilities comprises trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include trade and other receivables, and cash and cash equivalents and other bank balances that derive directly from its operations. The Group also holds FVTPL investments and enters into derivative transactions.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. The Group's senior management provides assurance to the Board of Directors that the Group's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. All derivative activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervision. It is the Group's policy that no trading in derivatives for speculative purposes may be undertaken which is consistent with the Group's foreign risk management policy. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

I: Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk mainly comprises of currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include deposits, FVTPL investments and derivative financial instruments.

The sensitivity analysis in the following sections relate to the position as at March 31, 2024 and March 31, 2023.

The sensitivity analysis have been prepared on the basis that the derivatives and the proportion of financial instruments in foreign currencies are all constant and on the basis of hedge designations in place at March 31, 2024.

The analysis exclude the impact of movements in market variables on: the carrying values of gratuity and other post- retirement obligations; provisions, and the non-financial assets and liabilities of foreign operations.

The following assumptions have been made in calculating the sensitivity analysis:

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial

liabilities held at March 31, 2024 and March 31, 2023 including the effect of hedge accounting.

The sensitivity of equity is calculated by considering the effect of any associated cash flow hedges at March 31, 2024 and March 31, 2023 for the effects of the assumed changes of the underlying risk.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense is denominated in a foreign currency) and the Group's net investment in foreign subsidiaries.

The Group manages its foreign currency risk by hedging transactions that are expected to occur within a maximum 24- month period for hedges of forecasted sales.

When a derivative is entered into for the purpose of being a hedge, the Group negotiates the terms of those derivatives to match the terms of the hedged exposure with forecasted sales

As at March 31, 2024, the Company hedged 51.34% (March 31, 2023: 41.64%) of its expected foreign currency sales in US dollars. Those hedged sales were highly probable at the reporting date. This foreign currency risk is hedged by using foreign currency forward contracts.

Foreign currency sensitivity

The Group operates internationally and portion of the business is transacted in several currencies and consequently the Group is exposed to foreign exchange risk through its sales and services in overseas.

The Group evaluates exchange rate exposure arising from foreign currency transactions and the Group follows established risk management policies, including the use of derivatives like foreign exchange forward contracts to hedge exposure to foreign currency risk.

The following table demonstrate the sensitivity to a reasonably possible change in USD and EUR exchange rates, with all other variables held constant. The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities. The impact on Group's pre-tax equity is due to changes in the fair value of forward exchange contracts designated as cash flow hedges.

(Rupees in Million)

	Change in USD rate	Effect on profit before tax	Effect on pre-tax equity
March 31, 2024	+5%	118.22	5.59
	-5%	(118.22)	(5.59)
March 31, 2023	+5%	143.45	6.17
	-5%	(143.45)	(6.17)

	Change in EUR rate	Effect on profit before tax	Effect on pre-tax equity
March 31, 2024	+5%	6.82	-
	-5%	(6.82)	-
March 31, 2023	+5%	11.26	-
	-5%	(11.26)	-

The movement in the pre-tax effect is a result of a change in the fair value of derivative financial instruments and monetary assets and liabilities denominated in foreign currency, where the functional currency of the entity is a currency other than foreign currency.

Equity price risk

The Group's equity price risk is minimal due to no investment in listed securities and minimal investment in non-listed equity securities.

At the reporting date, the exposure to unlisted equity securities was at Rs. 52.35 million (March 31, 2023: Rs. 40.50 million). The value stated is based on net asset value shared by the fund and no sensitivity analysis is done since amount is not material.

II: CREDIT RISK

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

Trade receivables

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored and followed up.

For trade receivables or contract revenue receivables, the Group follows 'simplified approach' for recognition of impairment loss allowance.

Under the simplified approach, the Group does not track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

The Group uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

Financial instruments and bank deposits

Credit risk from balances with banks and financial institutions is managed by the Group's treasury department in accordance with the Group's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Group's treasury department on a periodic basis as per the Board of Directors approved investment policy. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

The Group's maximum exposure relating to financial derivative instruments is noted in note 37 and 38.

Liquidity risk

Liquidity risk refers to the risk that the Group cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Group consistently generated sufficient cash flows from operations to meet its financial obligations as and when they fall due.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments.

(Rupees in Million)

	On demand	Less than 3 months	3 to 12 months	> 1 year	Total
Year ended March 31, 2024					
Borrowings		-		-	-
Other financial liabilities	-	750.13	-	0.50	750.63
Trade and other payables	-	191.61	-	-	191.61
	-	941.74	-	0.50	942.24

The maturity analysis of lease liabilities are disclosed in Note 34.

(Rupees in Million)

	On demand	Less than 3 months	3 to 12 months	> 1 year	Total
Year ended March 31, 2023					
Borrowings		3.08		6.77	9.85
Other financial liabilities	-	607.23		-	607.23
Trade and other payables	-	180.47		-	180.47
	-	787.70	-	-	787.70

Excessive risk concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Group's performance to developments affecting a particular industry. In order to avoid excessive concentrations of risk, the Group's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio.

41. Capital management

For the purpose of the Group's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Group's capital management is to maximise the shareholder value.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2024 and March 31, 2023.

42. Transfer pricing

The Group is required to comply with the local transfer pricing regulations, which are contemporaneous in nature. The Group appoints independent consultants annually for conducting a transfer pricing study to determine whether transactions with associated enterprises are undertaken, during the financial year, on an arms length basis. Adjustments, if any, arising from the transfer pricing study in the respective jurisdictions shall be accounted for as and when the study is completed for the current financial year. The management is of the opinion that its international transactions are at arms length and hence, the aforesaid legislations will not have any impact on the consolidated financial statements.

43. Exceptional item

During the year, the Group's subsidiary Personiv Contact Centers Private Limited, entered into an agreement with one of its clients to transfer its personnel to the client's subsidiary. Consequently, it has received one-time fee of Rs.206.65 million from the customer. Further, the Group has evaluated, its related intangible asset in form of customer relationships and recorded impairment charge of Rs.225.00 million. Both these items are shown as exceptional items (net).

44. Audit trail in accounting softwares

The Group and its subsidiaries which are companies incorporated in India and whose financial statements have been audited under the Act have complied with the requirements of audit trail except for the following:

Instances of accounting softwares for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software, except that audit trail feature is not enabled at the database level insofar as it relates to Order to cash (O2C), Procu-re to Pay (P2P) and Financial Reporting softwares. Further no instance of audit trail feature being tampered with was noted in respect of other software where audit trail has been enabled.

The Group has used an accounting software to maintain payroll records which is operated by

a third-party software service provider. Service Organisation Controls report obtained by the management does not cover reporting on audit trail feature to determine whether audit trail feature of the said software was enabled and operated throughout the year for all relevant transactions recorded in the software or whether there were any instances of the audit trail feature being tampered with.

45. Figures for the previous year have been regrouped wherever necessary to conform to those of the current year.

46. Ratio Analysis

Ratio	Numerator	Denominator	March 31, 2024	March 31, 2023	% Change	Reason for variance
Current ratio	Current assets	Current liabilities	5.17	3.92	32.10%	Ratio has improved in the current year on account of increase in cash and bank balance
Debt-Equity ratio	Total debt (represents lease liabilities and working capital loan)	Shareholder's equity	0.12	0.11	0.00%	
Debt service coverage ratio	Earning for Debt Service = Net profit after taxes + Depreciation and amortisation + Finance cost	Interest + Principal of loans	9.41	10.51	(10.47%)	
Return on equity ratio	Net Profits after taxes	Average Shareholder's Equity	25.83%	29.81%	(13.34%)	
Trade receivable turnover ratio	Net Sales	Average trade receivables	6.25	6.88	(9.19%)	
Trade payable turnover ratio	Net credit purchases	Average Trade Payables	22.17	23.98	(7.57%)	
Net capital turnover ratio	Net Sales	Working capital = Current assets – Current liabilities	1.86	2.59	(28.26%)	Ratio has decreased on account of increase in working capital (mainly cash and bank balance)
Net profit ratio	Net Profits after taxes	Net Sales	17.49%	18.47%	(5.32%)	
Return on capital employed	Earnings before interest and taxes	Capital employed	28.25%	35.09%	(19.48%)	
Return on investment	Income generated from investments in mutual funds	Average investments	4.94%	5.20%	(4.94%)	

47. Summary of Net assets and share in profit or loss of the Group

March 31, 2024

(Rupees in Million)

Name of the Entity	Net assets*	%	Share in Profit or (loss)*	%	Share in other comprehensive income*	%	Share in total comprehensive income*	%
Parent								
eClerx Services Limited	16,107.57	72%	3,574.95	70%	143.00	68%	3,717.95	70%
Subsidiaries								
Foreign								
eClerx LLC	6,117.68	27%	822.93	16%	32.22	15%	855.15	16%
eClerx Limited	568.23	3%	148.40	3%	14.16	7%	162.56	3%
eClerx Private Limited	322.57	1%	43.12	1%	0.30	0%	43.42	1%
eClerx Investments (UK) Limited	1,393.06	6%	0.89	0%	-	0%	0.89	0%
eClerx B.V.	5.65	0%	1.36	0%	(0.01)	0%	1.35	0%
CLX Europe S.P.A	1,801.03	8%	83.16	2%	-	0%	83.16	2%
CLX Europe Media Solution GmbH	399.67	2%	44.59	1%	-	0%	44.59	1%
CLX Europe Media Solution Limited	136.35	1%	21.09	0%	-	0%	21.09	0%
eClerx Canada Limited	29.37	0%	9.23	0%	0.26	0%	9.49	0%
CLX Thai Company Limited	37.36	0%	5.41	0%	-	0%	5.41	0%
Eclipse Global Holdings LLC	485.45	2%	0.35	0%	-	0%	0.35	0%
Personiv Contact Centers LLC	652.74	3%	(8.10)	0%	-	0%	(8.10)	0%
ASEC, Group LLC	1,125.74	5%	113.95	2%	-	0%	113.95	2%
AGR Operations Manila Inc	490.71	2%	121.14	2%	(15.99)	-8%	105.15	2%
AG Resources (India) Private Limited.	395.98	2%	53.96	1%	(1.71)	-1%	52.25	1%
Personiv Contact Centers India Private Limited.	1,175.54	5%	288.73	6%	(2.78)	-1%	285.95	5%
eClerx PTY Ltd.	20.73	0%	10.40	0%	0.30	0%	10.70	0%
eClerx ME Information Technology Consultants LLC	1.80	0%	0.66	0%	-	0%	0.66	0%
eClerx Switzerland SA	22.47	0%	(0.83)	0%	0.01	0%	(0.82)	0%
Non controlling Interest								
CLX Thai Company Limited	19.67	0%	2.75	0%	-	0%	2.75	0%
AGR Operations Manila Inc	0.02	0%	-	0%	-	0%	-	0%
Controlled trust								
eClerx Employee Welfare Trust	(654.09)	-3%	(393.45)	-8%	-	0%	(393.45)	-7%
Adjustment arising out of consolidation	(8,160.60)	-36%	172.62	3%	39.58	19%	212.20	4%
Total	22,494.70	100%	5,117.31	100%	209.34	100%	5,326.65	100%

47. Summary of Net assets and share in profit or loss of the Group**March 31, 2023**

(Rupees in Million)

Name of the Entity	Net assets*	%	Share in Profit or (loss)*	%	Share in other comprehensive income*	%	Share in total comprehensive income*	%
Parent								
eClerx Services Limited	12,260.17	71%	3,786.60	77%	(224.00)	-88%	3,562.60	69%
Subsidiaries								
Foreign								
eClerx LLC	4,968.19	29%	389.87	8%	129.28	51%	519.15	10%
eClerx Limited	384.62	2%	28.48	1%	6.83	3%	35.31	1%
eClerx Private Limited	273.94	2%	70.36	1%	22.81	9%	93.17	2%
eClerx Investments (UK) Limited	1,392.17	8%	34.05	1%	-	0%	34.05	1%
eClerx B.V.	4.26	0%	(0.73)	0%	-	0%	(0.73)	0%
CLX Europe S.P.A	1,720.01	10%	97.73	2%	-	0%	97.73	2%
CLX Europe Media Solution GmbH	352.35	2%	27.61	1%	-	0%	27.61	1%
CLX Europe Media Solution Limited	110.90	1%	0.33	0%	-	0%	0.33	0%
eClerx Canada Limited	19.84	0%	8.03	0%	-	0%	8.03	0%
CLX Thai Company Limited	33.86	0%	7.08	0%	-	0%	7.08	0%
Eclipse Global Holdings LLC	(930.35)	-5%	0.32	0%	-	0%	0.32	0%
Personiv Contact Centers LLC	(51.90)	0%	(18.56)	0%	-	0%	(18.56)	0%
ASEC, Group LLC	997.15	6%	204.26	4%	-	0%	204.26	4%
AGR Operations Manila Inc	390.62	2%	74.77	2%	(9.99)	-4%	64.78	1%
AG Resources (India) Private Ltd.	342.37	2%	46.07	1%	(0.46)	0%	45.61	1%
Personiv Contact Centers India Private Ltd.	890.82	5%	189.94	4%	(3.69)	-1%	186.25	4%
eClerx Australia	10.10	0%	4.40	0%	-	0%	4.40	0%
Non controlling Interest								
CLX Thai Company Limited	16.81	0%	3.61	0%	-	0%	3.61	0%
AGR Operations Manila Inc	0.02	0%	-	0%	-	0%	-	0%
Controlled trust								
eClerx Employee Welfare Trust	(260.64)	0%	-156.53	-3%	-	0%	-156.53	-3%
Adjustment arising out of consolidation	(5,759.78)	-34%	94.12	2%	334.77	131%	428.89	8%
Total	17,165.54	100%	4,891.81	100%	255.54	100%	5,147.35	100%

* the details of net assets and share in profit and loss have been presented before eliminations.

As per our report of even date

For S. R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

For and on behalf of the Board of Directors of

eClerx Services Limited

CIN: L72200MH2000PLC125319

per Vineet Kedia

Partner

Membership Number: 212230

Place: Mumbai

Date: May 16, 2024

Kapil Jain

Managing Director & Group CEO

DIN: 10170402

Srinivasan Nadadhur

Chief Financial Officer

Shailesh Kekre

Director

DIN: 07679583

Pratik Bhanushali

Company Secretary and

Compliance Officer

F8538



eClerx Services Limited

CIN: L72200MH2000PLC125319

Registered Office: Sonawala Building, 1st Floor, 29, Bank Street, Fort, Mumbai 400 023, India.

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Email: investor@eClerx.com Website: www.eClerx.com

SHAREHOLDERS' SATISFACTION SURVEY FORM – 2024

Dear Shareholders,

It has been our constant endeavour to provide best of the services to our valuable shareholders and maintain good level of Corporate Governance in this Company. In order to further improve shareholder service standards, we seek your inputs through this survey.

We would be grateful, if you could spare your valuable time to fill the questionnaire given below and send by e-mail to investor@eClerx.com.

Thank You,
For eClerx Services Limited

Pratik Bhanushali

VP-Legal and Company Secretary
F8538

Name & Address
of the Shareholder

Folio No./DP ID/ Client ID:	

Kindly put a tick in relevant columns below:

ATTRIBUTES	Please indicate your satisfaction level		
	DELIGHTED	SATISFIED	DISSATISFIED
Transmission/Demat/Remat of Transmission/Demat/Remat of shares			
Issue of duplicate share certificates			
Issue of duplicate dividend warrants/demand drafts			
Dividend through ECS/Demand Drafts			
Responses to queries/complaints			
Interaction with Company/Registrar and Transfer Agent personnel			
Presentation of information on Company's website			
Quality and Contents of Annual Report 2023-24			
Please give your overall rating of our investor service (1 to 5 where 1 = highly dissatisfied and 5 = highly satisfied)			
Did you find the e-mail id investor@eClerx.com for redressal of Investors' Grievances useful?	<input type="checkbox"/> YES <input type="checkbox"/> NO		
Give details of outstanding grievances, if any			
Any suggestions?			

Date

Signature

Disclaimer: eClerx will keep the information provided by you as confidential and it will not be used in any way that is detrimental to you.

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