



eClerx/SECD/SE/2022/086

September 9, 2022

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: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“Listing Regulations”]

Sub: Resignation of Director and consequent addendum to the Notice of 22nd AGM dated August 9, 2022

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

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 and Para A of Part A of Schedule III to the said Regulations, we hereby inform that Ms. Roshini Bakshi (DIN: 01832163) has vide her resignation letter dated September 9, 2022, as **attached** herewith, tendered her resignation from the position of Additional (Non-Executive Independent) Director of the Company with effect from September 9, 2022, for the below mentioned reason;

She is the Managing Director of the Private Equity Business of Everstone Capital Asia Pte Ltd. There are investments that the Everstone Group is evaluating that she is asked to lead, and this could lead to conflict with her role at eClerx as she will have access to confidential information that could compromise her position. She has therefore decided to step down from the eClerx Board.

The said resignation letter also confirms that there were no other material reasons for her resignation as Additional (Non-Executive Independent) Director of the Company other than stated above. The Board of Directors of the Company took note of the above resignation through circular resolution passed on September 9, 2022.

The Board of Directors also approved re-constitution of the following Committees of which Ms. Bakshi was a Member:

Sr. No.	Name of Committee	Existing Composition	Revised Composition
1	Stakeholders Relationship Committee	<ul style="list-style-type: none">• Mr. Biren Gabhawala – Chairperson• Mr. Anish Ghoshal - Member• Mr. PD Mundhra – Member• Ms. Roshini Bakshi - Member	<ul style="list-style-type: none">• Mr. Biren Gabhawala – Chairperson• Mr. Anish Ghoshal – Member• Mr. PD Mundhra - Member

Sr. No.	Name of Committee	Existing Composition	Revised Composition
2	Nomination and Remuneration Committee	<ul style="list-style-type: none"> • Ms. Deepa Kapoor - Chairperson • Mr. Anjan Malik – Member • Mr. Shailesh Kekre - Member • Mr. Anish Ghoshal - Member • Mr. Srinjay Sengupta - Member • Ms. Roshini Bakshi - Member 	<ul style="list-style-type: none"> • Ms. Deepa Kapoor - Chairperson • Mr. Anjan Malik – Member • Mr. Shailesh Kekre - Member • Mr. Anish Ghoshal - Member • Mr. Srinjay Sengupta - Member

Further, the Board of Directors also approved the addendum to the Notice convening 22nd Annual General Meeting, **as attached** herewith, for withdrawal of Agenda Item no. 6 of the AGM Notice which was relating to appointment of Ms. Roshini Bakshi (DIN: 01832163) as Non-Executive Independent Director of the Company, consequent to her resignation.

This is for your information and records.

Thanking you,

Yours faithfully
For **eClerx Services Limited**



Pratik Bhanushali
Company Secretary & Compliance Officer
F8538

Encl: As above

Disclosure of information pursuant to Regulation 30 (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015:

Sr. No.	Particulars	Description
1	Reason for change viz., appointment, resignation, removal, death or otherwise	Ms. Roshini Bakshi has tendered her resignation as an Additional (Non-Executive Independent) Director of the Company, for the below mentioned reason; She is the Managing Director of the Private Equity Business of Everstone Capital Asia Pte Ltd. There are investments that the Everstone Group is evaluating that she is asked to lead, and this could lead to conflict with her role at eClerx as she will have access to confidential information that could compromise her position. She has therefore decided to step down from the eClerx Board.
2	Date of cessation	With effect from September 9, 2022
3	Brief Profile (in case of appointment)	Not Applicable
4	Disclosure of relationships between Directors (in case of appointment of Director)	Not Applicable

List of the Listed Companies in which Ms. Roshini Bakshi holds Directorship:

Name of Listed Company	Category of Directorship	Membership of Board Committees
JM Financial Limited	Non-Executive - Independent Director	Audit Committee – Member
		Nomination and Remuneration Committee – Member
Persistent Systems Limited	Non-Executive - Independent Director	Audit Committee – Member
		Executive Committee – Member

Roshini Hemant Bakshi

257 Ocean Drive, 098605 Singapore

September 9, 2022

To,
The Board of Directors
eClerx Services Limited
Sonawala Building, 1st Floor
29 Bank Street, Fort
Mumbai 400 001

Sub: Resignation from the post of Additional (Non-Executive Independent) Director of the Company

Dear All,

I would like to regretfully tender my resignation as an Additional (Non-Executive Independent) Director of the Company with effect from September 9 2022.

I am the Managing Director of the Private Equity Business of Everstone Capital Asia Pte Ltd. There are now investments that the Everstone Group is evaluating that I am asked to lead, and this could lead to conflict with my role for the Company, as I will have access to confidential information that could compromise my position. I have therefore decided to step down from the Board.

Pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with Clause 7B of Part A of Schedule III, I confirm that there are no other material reasons for my resignation as an Additional (Non-Executive Independent) Director of the Company other than that stated above.

Please note that I am holding the directorship and membership of board committees in the following listed entities:

Company name	Category of Directorship	Membership of Board Committees
eClerx Services Limited	Additional (Non-Executive Independent) Director	Stakeholders Relationship Committee (Member)
		Nomination and Remuneration Committee (Member)
JM Financial Limited	Non-Executive - Independent Director	Audit Committee (Member)
		Nomination and Remuneration Committee (Member)
Persistent Systems Limited	Non-Executive - Independent Director	Audit Committee (Member)
		Executive Committee (Member)

I request you to complete all the formalities with regard to my resignation including filing of required forms with the Ministry of Corporate Affairs and intimating to the other relevant authorities as may be required.

I have enjoyed all my interactions with the Board and Company, and wish the Company all the best for the future.



Sign

Name: Roshini Bakshi

DIN: 01832163



eClerx Services Limited

CIN: L72200MH2000PLC125319

Regd. Office: Sonawala Building, 1st Floor, 29 Bank Street, Fort, Mumbai - 400 023

Phone No.: +91 (22) 6614 8301, Fax No.: +91 (22) 6614 8655,

Email Id: investor@eclerx.com, Website: www.eclerx.com

ADDENDUM TO THE NOTICE DATED AUGUST 9, 2022 CONVENING THE 22ND ANNUAL GENERAL MEETING (AGM) OF THE COMPANY

eClerx Services Limited (“the Company”) had issued Notice dated August 9, 2022 convening the 22nd AGM of the Company (“AGM Notice”) on Wednesday, September 21, 2022 at 12:30 p.m. IST through Video Conferencing or Other Audio Visual Means facility to transact the business as detailed in the said AGM Notice. The said AGM Notice has already been electronically dispatched to all the shareholders of the Company on August 30, 2022 in due compliance with the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

Subsequent to the issuance of AGM Notice, Ms. Roshini Bakshi, Additional (Non-executive Independent) Director of the Company tendered her resignation with effect from September 9, 2022. Accordingly, following addendum is being issued to the shareholders and all other concerned stakeholders. This addendum shall be deemed to be an integral part of the AGM Notice of the Company dated August 9, 2022.

WITHDRAWAL OF AGENDA ITEM NUMBER 6 OF THE NOTICE OF 22ND AGM OF THE COMPANY PERTAINING TO APPOINTMENT OF MS. ROSHINI BAKSHI (DIN: 01832163) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY, DUE TO HER RESIGNATION

The Company has to withdraw Agenda Item No. 6 proposing candidature of Ms. Roshini Bakshi (DIN: 01832163) for appointment as a Non-executive Independent Director of the Company pursuant to the provisions of the Companies Act, 2013 read with Rules framed thereunder and read with all circulars, notifications, provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other provisions of law, as applicable for the time being, from the AGM Notice due to resignation of the said Director.

Ms. Roshini Bakshi tendered her resignation with effect from September 9, 2022, for the below mentioned reason:

She is the Managing Director of the Private Equity Business of Everstone Capital Asia Pte Ltd. There are investments that the Everstone Group is evaluating that she is asked to lead, and this could lead to conflict with her role at eClerx as she will have access to confidential information that could compromise her position. She has therefore decided to step down from the Board.

She has also confirmed that there were no other material reasons for her resignation as a Non-Executive Independent Director of the Company other than stated above.

Accordingly, all the concerned shareholders, Stock Exchanges, Depositories, Registrar and Share Transfer Agents, agencies / firms and others appointed for remote e-voting, other authorities, regulators and all other concerned persons are requested to take notice of the same.

Save and except the additional information mentioned hereinabove, all other details given in the AGM Notice including the processes, notes and instructions relating to e-voting shall remain unchanged. The AGM Notice should be read in continuation with this Addendum.

By order of the Board of Directors,

For **eClerx Services Limited**

Pratik Bhanushali

Company Secretary

F8538

Mumbai,

September 9, 2022

Registered Office:

Sonawala Building, 1st Floor, 29 Bank Street, Fort, Mumbai -400 023

CIN: L72200MH2000PLC125319, Website: www.eClerx.com, E-mail: investor@eclerx.com

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