

eClerx/SECD/SE/2024/104

August 13, 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: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“Listing Regulations”]

Sub: Amendment to the Articles of Association of the Company

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

Pursuant to Regulation 30 of the SEBI Listing Regulations, we hereby inform you that the Board of Directors of the Company at its meeting held on Tuesday, August 13, 2024, which commenced at 3.00 p.m. and concluded at 6.55 p.m., *inter-alia*, considered and approved the amendment of the Articles of Association of the Company, subject to the approval of the shareholders at the forthcoming Annual General Meeting of the Company.

The disclosure pursuant to Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is also **attached** herewith.

This is for your information and records.

Thanking you,

Yours faithfully

For eClerx Services Limited



Pratik Bhanushali
VP-Legal & Company Secretary
F8538

Encl: as above

Disclosure of information pursuant to Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023:

Brief details of amendment to the Articles of Association (“AOA”) of the Company approved by the Board of Directors, subject to approval of shareholders passed at the Board Meeting of the Company held on August 13, 2024.

Amendment to below articles:

Clause No.	Old Clause	Amended Clause
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, 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 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, 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.