eClerx

eClerx/SECD/SE/2022/082

August 30, 2022

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

Dear Sir/Madam,

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

Sub: **Annual Report for FY2022 along with the Notice of the 22nd Annual General Meeting ('AGM') of the Company**

Pursuant to Regulation 34 of the Listing Regulations, please find enclosed the Annual Report for FY2022 together with the Notice of the 22nd AGM of the Company to be held on **Wednesday, September 21, 2022**, at **12.30 p.m. IST** through Video Conferencing or Other Audio Visual Means.

Pursuant to General Circular No. 02/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by SEBI, the Annual Report for FY2022 along with the Notice of 22nd AGM is being sent electronically to all the Members of the Company whose email addresses are registered with the Company/Depository Participant(s).

The Notice of AGM along with the Annual Report for FY2022 is 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**

eClerx Services Limited
Mumbai

Pratik Bhanushali
Company Secretary & Compliance Officer
F8538

Encl: A/a

2021-22

eClerx

ANNUAL REPORT

A DATA ANALYTICS & PROCESS MANAGEMENT COMPANY

ECLERX.COM

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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.

WHO WE ARE

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

eClerx provides business process management, automation and analytics services to a number of Fortune 2000 enterprises, including some of the world's leading financial services, communications, retail, fashion, media & entertainment, manufacturing, travel & leisure, and technology companies.

Incorporated in 2000, eClerx is today traded on both the Bombay and National Stock Exchanges of India. The firm employs 14,000+ people across Australia, Canada, Germany, India, Italy, Netherlands, Philippines, Singapore, Thailand, UK, and the USA.

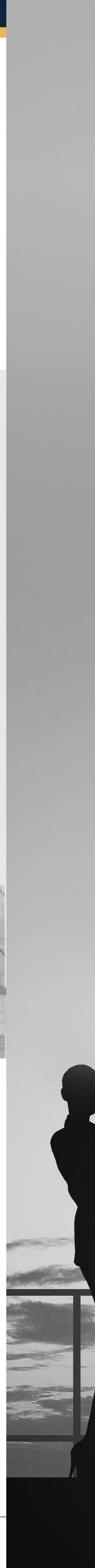
SERVICES

Offices in the US, UK, Germany, India, Europe, Singapore, Australia, Thailand and Philippines

14,000+ Analysts, Project Managers, Specialists and Consultants Across the Globe

Fortune 2000 Companies Served Globally

$285MM+ in Revenue across Financial Markets, Digital and Customer Operations



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

PEOPLE

Invest in people and bring out the best in them.

CLIENT

Make clients the focus of what you do.

EXCELLENCE

Be passionate and commit to doing your best.

INTEGRITY

Maintain the highest standards of ethics, integrity, and fairness.

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 nearly 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.

AWARDS & RECOGNITION

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

2021

RegTech Insight Award
RegTech Insight Awards 2021 USA from A-Team Group – Best Data Solution for KYC

DataManagement Insight Award
DataManagement Insight Awards 2021 from A-Team Group – Best KYC & Client On-Boarding Solution.

Crain's 2021
eClerx is Recognized Among Crain's 100 Best Places to Work in New York City

2020

Asia-Pacific Stevie Awards
Winner of Bronze Award for Excellence in Innovation in Financial Industries – Compliance Manager

Asia-Pacific Stevie Awards
Winner of Silver Award for Innovative Use of Technology in Customer Service – AI Dialern

Asia-Pacific Stevie Awards
Winner of Bronze Award for Innovation in Shopping or E-commerce Websites – Transforming Online Retail Management using 3D-CGI

Asia-Pacific Stevie Awards
Winner of Silver Award for Innovation in Technology, Management, Planning & Implementation – Website Link Reclamation Solution

2019

CSO 50 Conference Awards
Global Award Winner for eVigilPro in 2019

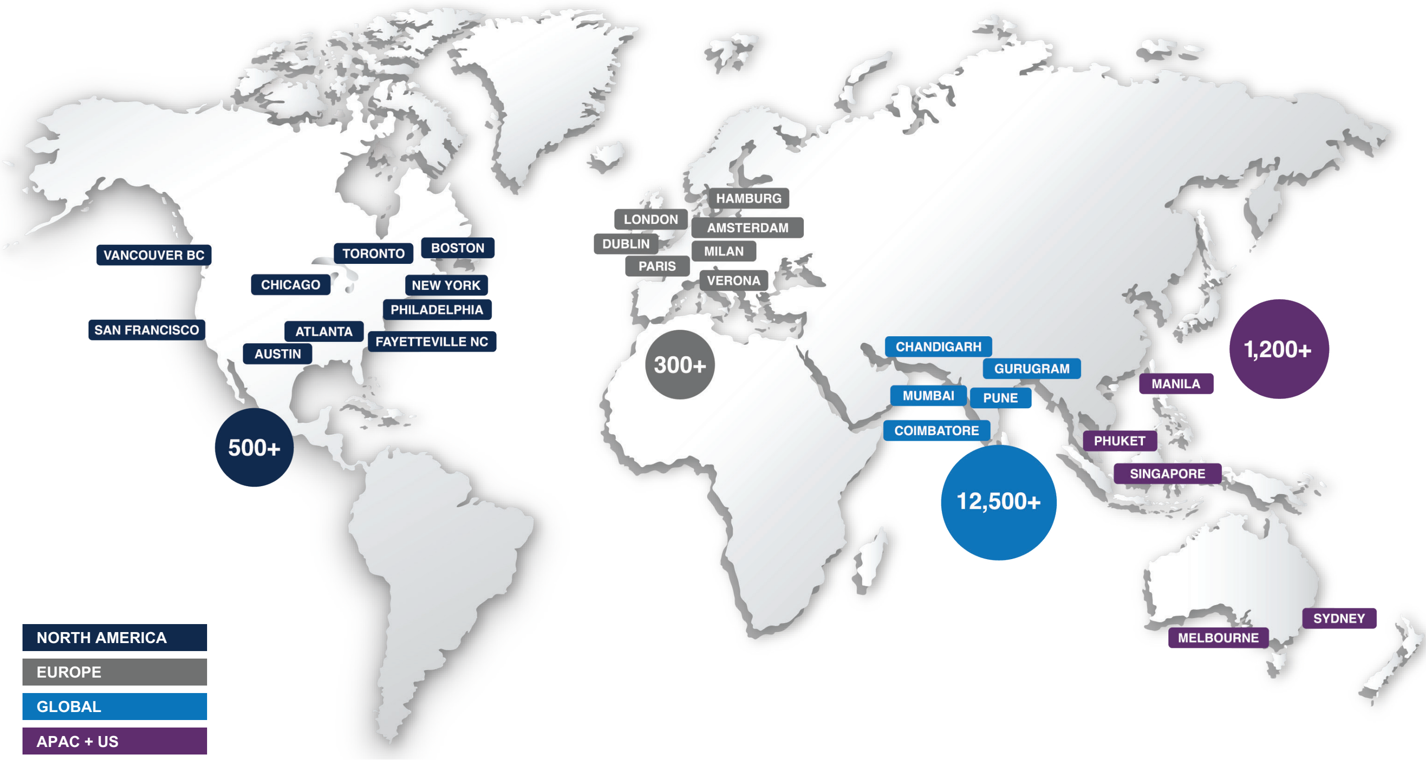
NASSCOM Customer Excellence Award - 2019
Customer Excellence Award for RPA Implementation 2019

Confederation of Indian Industry
Awarded for National Lean Competition in 2019

CRM Excellence TMC Award 2019
Awarded for Roboworx RPA Platform and CeX, a Frontline CX consulting product in 2019

Asia-Pacific Stevie Awards
Winner of Asia-Pacific Stevie Awards in 2019:Gold Award for innovation in eCommerce and Silver Award for Innovative Use of Technology in Customer Service

OUR LOCATIONS



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

OUR LOCATIONS

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

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

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

Building #14, 4th & 5th 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 and 2nd Floor, Towers A & B
DLF Info City Developer
Rajiv Gandhi Chandigarh Technology
Park, Kishangarh,
Chandigarh – 160 101, India

GURUGRAM
8th Floor, Tower B&C | Building No.
6 | DLF Cyber City | DLF Phase III,
Gurugram, Haryana 122002

COIMBATORE
101/2, 1st Floor, Tidel Park, Coimbatore
Ltd, ELCOSEZ, Villankurichi Village,
Civil Aerodrome Post, Peelamedu,
Coimbatore, Tamil Nadu 641014

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, 1st 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

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

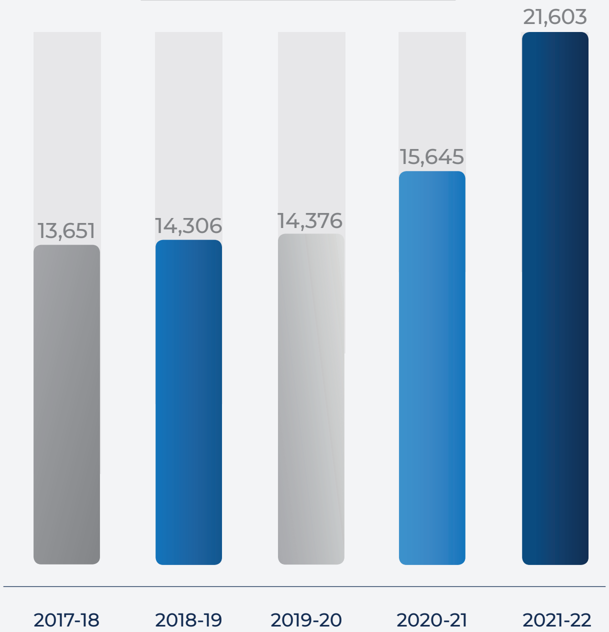
PHUKET
eClerx CLX, Chaofa Rd, Palai Soi 2 44
Moo Chalong, Sub-District Muang
Phuket, Thailand

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

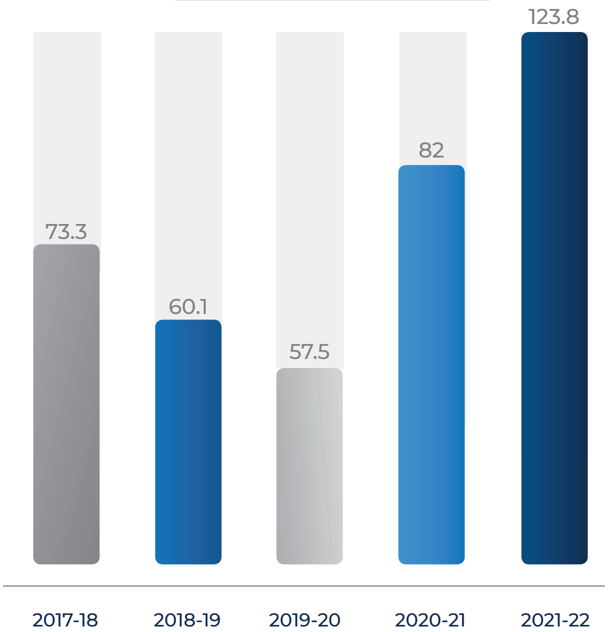
FINANCIAL HIGHLIGHTS

PARTICULARS (Rupees in Million)	2021-22	2020-21	2019-20	2018-19	2017-18
Income From Operations	21,603.45	15,644.91	14,375.71	14,305.93	13,650.62
Other Income	246.18	344.54	467.05	485.92	402.31
Earnings Before Interest, Depreciation, Taxes & Amortisation	6,852.00	4,824.88	3,702.24	3,562.05	4,065.45
Tax Expenses	1,427.29	977.97	715.47	831.73	895.80
Profit After Tax	4,177.58	2,828.21	2,089.72	2,283.01	2,899.42
Equity Share Capital	330.98	340.06	361.00	377.90	381.41
Reserves	15,357.18	14,677.08	12,707.26	13,440.93	11,671.40

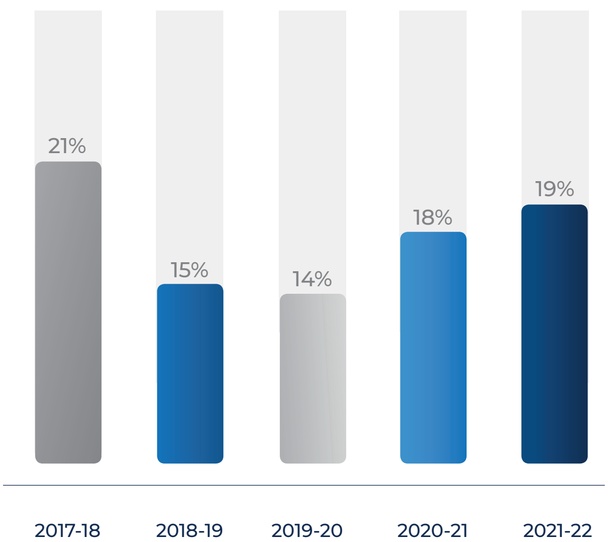
OPERATING REVENUE
(RUPEES IN MILLION)



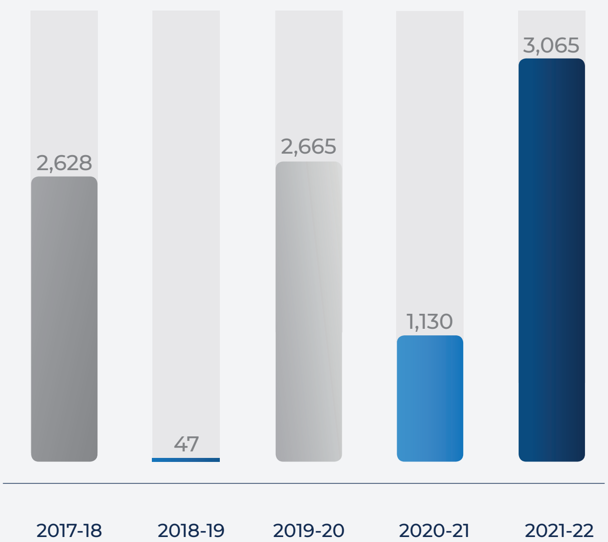
EPS
(IN RUPEES)



NET PROFIT AFTER TAX
(%)



CASH DISTRIBUTED TO SHAREHOLDERS
(RUPEES IN MILLION)



CHAIRMAN'S MESSAGE

REVENUE PERFORMANCE & KEY METRICS

Financial Year 2022 carried forward the momentum we witnessed at the end of FY 2021. We ended with record revenues of USD 285mm, up 35% over the prior year, and exited the year with a fourth quarter run rate of USD 309mm. Our growth was substantially higher than the industry average of twenty percent. Net profit for the year at INR 417 crores represented an increase of almost 50% over the previous year. Hidden under these high level numbers are some metrics worth sharing – client concentration reduced with our top ten now at 61%, the lowest ever; our $1m clients stood at 39, the highest ever; and our $3-10mm revenue cohort of clients doubled to ten, again another high. I am happy to report that this strong performance continued into FY 23 with India firmly the preferred destination for offshore service delivery, and your Company standing out by providing focused, quality and relevant execution for its clients. Overall, a fantastic year for the Company.

LEADING WITH BPAAS, AUTOMATION, & ANALYTICS

We have written in the past of your Company's focus on managed service – or business process as a service (BPaaS). These are services in which we leverage our deep domain, execution experience, technology platforms and industry partnerships to deliver value-added, high return on investment, sticky services. Such productized services, including Customer Experience, Marketing Automation, Trade Lifecycle, Client Lifecycle, Field Tech Operations and Finance and Accounting to mid-market clients, have helped power our sales efforts by providing high value add "arrow-heads" to establish new client relationships. Our success in this initiative is best reflected in the USD 73mm of revenue derived from BPaaS services in FY22, with growth in these services substantially higher than the Company average.

Automation and Analytics services were firmly in demand, and together contributed just over 20% of Company revenue – the highest once again in our history and notable given the much larger revenue base. Automation services saw a near doubling, with demand for low-code / no-code, robotic process automation, smart automation (AI/Machine Learning), consulting and platform implementations. Our technology efforts won recognitions such as NASSCOM's AI Game Changer, CIO100 India, CSO100 and the CIO Power List. Our research and development initiatives in the year included a partnership with IIT Delhi's Technology Innovation Hub (IHFC) to drive artificial intelligence (AI), machine learning (ML) and robotics process automation (RPA), and with NASSCOM. Analytics grew across all geographies, aided by investments in platforms and skills in new avenues such as inventory management, large scale forecasting, cloud engineering, and the metaverse. These initiatives together with learnings from our rich portfolio of clients helped us to be voted one India's "best firms for data scientists to work for" at Analytics India Magazine - the second year in a row.

It is a notable mention that whilst offshore services led growth, we experienced substantial demand for hybrid onshore-offshore services across each of BPaaS, analytics and automation, allowing us to deepen our partnerships with clients and to provide stickier, higher value services overall.

FOCUS ON PEOPLE

As a Company of now of almost fifteen thousand, FY 2022 was more than ever about our people. Work from home moved to hybrid home and office work, and your Company – together with the industry – adapted to a permanent new normal. Whilst the shift created choices about where and when to work, the loss of physical oversight and controls potentially increased the risk of mistakes and of malicious attacks. So our infrastructure teams worked diligently to implement systems and processes to support this transition across all of our geographies, with a particular focus on end-point detection and response, security incident and event management, data leak prevention, secure terminals and productivity and collaboration tools. Most markedly, our Secure Anywhere Anytime (SAA) model now allows our people secure flexibility to switch seamlessly between office and home work.

In a year marked by strong talent demand and supply constraints, our people function worked well to bring on board 8300 new employees – our largest scale of hiring and on-boarding, the vast majority of it virtual. To support this nascent model, we invested heavily in our recruiting, training and engagement initiatives. We developed hundreds of hours of training, administered online and invigilated using new software tools. Average learning hours per employee increased to 70 annual hours, double the corporate average, and over 2500 managers participated in our manager training programs. We continued deepening domain expertise to support our productised services, and in key skills such as data visualization, robotics, machine learning and cloud migration.

With our young colleagues' view of our Company now determined through the fickle window of 2D screens, employee engagement took on more criticality. We pivoted our engagement initiatives, launching innovative measures such as video check-ins and checkouts to replace gate swipes and team huddles, tools to replace workplace interactions, intelligent applications to proactively identify and address stress and anxiety, and Zoom happy hours to substitute for office get-togethers. As some return to work commenced, we prioritized offices for critical and sensitive work, and new hire training and assimilation. Of course, Covid didn't go away, so we ensured that a vast majority of our workforce continued to have access to our vaccination and well-being programs. Such initiatives, together with workplace flexibility, new recognition programs and leadership coaching ensured our highest ever engagement survey score. In fact, our Philippines site led the pack, now certified a Great Place to Work with a 90% employee approval rating during the year.

Finally, a statistic I am particularly proud of – at the end of the year, women contributed forty percent of our global workforce by number, comfortably above industry average, and our women representation in leadership roles increased to fifteen percent from only five percent three years ago.

CORPORATE RESPONSIBILITY, SUSTAINABILITY, & EFFICIENCY

We continued our support for our CSR partners as the pandemic and associated lock-downs ebbed and flowed. We worked with them to ensure that projects were delivered, and in accordance with our ESG mandate, helped them adopt environmental initiatives such as transitioning to solar power and increasing tree plantation efforts. Intermittent closure of schools meant a vigilant eye on educating our community of children, and I am happy to report that the Company, its employees and its CSR partners worked to ensure uninterrupted access to education through digital platforms. Volunteering activities also moved to virtual, and in spite of the relative novelty of this medium of engagement, our volunteer champions wholeheartedly contributed to numerous initiatives impacting over 20,000 lives.

Progress has also been steady on our sustainability journey, and over 90% of our offices are now LEED-certified for energy efficiency, up from 65% last year. Use of electricity from renewable sources has increased five-fold to just under twenty percent over the year. This hybrid blend of in-office and remote working certainly feels the new norm for our industry, and will drive a permanent reduction in resource consumption. Our second sustainability report is imminent, and will highlight how we intend to align our targets, practices, and disclosures to more commonly-accepted global frameworks.

In line with our stated objective of resource efficiency, we returned USD 40mm to shareholders in FY22 through a buyback, leaving slightly under USD 100mm to fund opportunistic inorganic opportunities. In the absence of such opportunities, we intend to return excess capital to shareholders as in the past. We remain confident that our balance sheet strength and considered approach to capital deployment will serve us well as we enter a more volatile economic environment.

AWARDS & RECOGNITIONS

Our work won further recognition from the industry during the year. For the fourth consecutive year, we were recognized by the Brandon Hall Group for 'Excellence in Learning and Development'. We ranked as a Leader in Analytics India Magazine's annual 'Top Data Science Providers in India in 2021' report and our Compliance Manager solution won the NASSCOM 2022 AI Game Changers award in the BFSI segment. Last but not least, eClerx bagged two ITEA (International Team Excellence Award) awards at ASQE (American Society for Quality Excellence) – one of the most coveted awards globally in the Quality space.

A NOTE OF THANKS

I am sure all of you will join me in thanking Pradeep Kapoor who stepped down as Chairman, and from the Board, in February 2022 due to ill health. Mr Kapoor served fifteen years on the board, including the past five as chairman. Whilst he oversaw a period of great growth for the Company, he also oversaw a period in which we deservedly developed a reputation for the highest levels of corporate governance and stakeholder responsibility. I am humbled and honoured by the board's decision to appoint me as the new Chairman, and aim to build on the excellent work of my predecessor.

A LOOK FORWARD

December 2022 will mark the fifteenth anniversary of our public listing. I recall that we were a USD 30mm revenue Company when we listed in 2007, and today we are over 300mm - a near twenty percent annual growth rate. During this journey, we have learned from the best – our amazing clients. Today I am proud to say that three-quarters of our revenue derives from Fortune 500 clients and almost sixty of our clients are over $10bn revenue enterprises. These relationships are incredibly long tenured – over a hundred of our clients have been so for over five years, and over thirty for over ten years. In the fast-moving world in which we operate, these lasting relationships are a testament to us doing whatever it takes to make our clients win, and to us staying relevant to them and in industry. We are small in comparison to our large competitors, but our deep and meaningful relationships, and the trust we enjoy in the most senior offices at our large enterprise clients, makes us the envy of our peer group. So it is that in the past decade, our top 30 clients have spent slightly over a billion dollars on services with eClerx!

Your Company is very well positioned to succeed with its ever increasing scale, global footprint and its specialist abilities. We solve complex client problems with our unique combination of people, process and technology, and the market for such services continues to grow. The past two years have again shown what make the Company special – the determination, agility and resilience of its incredible people. With such a team, our clients, our capabilities and our values, I remain ever more confident of the future.

I thank you for your belief in us and for your ongoing support.

Sincerely,

ANISH GHOSHAL

Chairman

CORPORATE INFORMATION

BOARD OF DIRECTORS

ANISH GHOSHAL

Chairman & Non-Executive Independent Director

PD MUNDHRA

Executive Director

ANJAN MALIK

Non-Executive Director

ALOK GOYAL*

Non-Executive Independent Director

BIREN GABHAWALA

Non-Executive Independent Director

DEEPA KAPOOR

Non-Executive Independent Director

SHAILESH KEKRE

Non-Executive Independent Director

SRINJAY SENGUPTA

Non-Executive Independent Director

* Resigned w.e.f. August 10, 2022

Note: Ms. Roshini Bakshi, Mr. Naresh Chand Gupta and Mr. Naval Bir Kumar are appointed by the Board as Additional (Non-Executive Independent) Directors w.e.f. August 9, 2022, subject to Shareholders' approval at the ensuing Annual General meeting.

CORPORATE INFORMATION

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, Serilingampally Mandal, Hyderabad – 500 032, Telangana. Ph. No.: +91 (40) 67161569 | Fax No.: +91 (40) 2342 0814 Email: einward.ris@Kfintech.com
BANKS	• Bank of India • Citibank N.A. • DBS Bank limited • 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, Maharashtra Mumbai- 400 013, India

*Appointed as CFO w.e.f May 12, 2022 in place of Mr. Rohitash Gupta.

ESG INITIATIVES

Operating in a people-intensive industry makes eClerx conscientious of our accountability towards the eClerx family – our people, their families and the community at large. Many of our global clients have already started on their own net-zero and sustainability journey while encouraging us to participate in their programs. While eClerx started its journey towards these matters much before we became public in 2007 and subsequently formalised it under the CSR program called eClerx Cares, we also began embedding green practices in our processes since 2019 and started disclosing relevant metrics in annual reports.

At eClerx, our effort has been to strike a balance between maximizing our business potential while integrating a sustainability vision into our long-term strategic plan in a way that creates lasting value to build trust amongst our key stakeholders. As a responsible corporate citizen, our continued endeavour will be on:

- Prudent use of natural resources leading to a sustainable future for our stakeholders
- Providing a safe, engaging and enriching environment promoting diversity and inclusion to our people, our key asset
- Continuous improvement in our governance practices, transparency and maintaining data privacy

We initiated our effort a few years ago with an aim to become a company espousing ESG guidelines and we have already made a small yet noticeable impact on the environment and society.

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

1
NO POVERTY

3
GOOD HEALTH & WELL BEING

4
QUALITY EDUCATION

5
GENDER EQUALITY

8
DECENT WORK & ECONOMIC GROWTH

10
REDUCED INEQUALITIES

11
SUSTAINABLE CITIES & COMMUNITIES

12
RESPONSIBLE CONSUMPTION & PRODUCTION

15
LIFE ON LAND

17
PARTNERSHIP FOR THE GOALS

HIGHLIGHTS OF THE KEY PERFORMANCE INDICATORS

ENVIRONMENT

- Total Scope 1-2-3 CO_2 Emission Reduced By 30.5% compared to FY21
- Non-recycled paper usage reduced by 88.1%
- Non-drinking Water Consumption (per employee per day) reduced by 81.6%
- Prevention of CO_2 Emissions for US Clients (in Metric Tonnes) up by 34.6%
- Renewable energy usage for electricity increased by 33%

SOCIAL

- Gender Diversity (overall) increased from 35% in FY21 to 36.5% in FY22
- Gross Direct Jobs (fresher) created increased by 160%
- Gross Training hours for Employee skilling increased by 113%
- Lives touched through CSR in FY22: 28,949 (includes Personiv numbers)
- Organized COVID vaccination drives for our employees and their immediate relatives – Over 91% of our employees are fully vaccinated

GOVERNANCE

- Ratio of Independent Directors to total Board is 75%
- Board Meeting Attendance Average at 97.5%
- 64% of suppliers conforming to company's ESG principles
- 96.5% staff trained on anti-bribery and corruption policies
- 100% of vendor spend decision under Dual Approval

IMPORTANT INITIATIVES UNDERTAKEN

ENVIRONMENT

Use of eco-friendly products in day-to-day house-keeping activities to ensure minimal adverse effect on environment.	100% STP water recycled is reused for flushing and horticulture, thus reducing freshwater withdrawals.	Installation of technologically-advanced hand dryers with minimal decibel level to conserve energy and reduce queuing time.	Grouping large vehicle transport facility to reduce carbon footprint and use of smart scheduling app to reduce stopover and optimizes miles travelled by employee transport vehicles.

SOCIAL

All employees have access to mental health counselling.	Free vaccination to employees and their dependents.	Digitalization of internal communications with virtual meetings through tele/ audio-conferencing that brings down meeting-related travel, minimizing potential risk of infection further.	Active participation in the Indian Government-led Apprentice Scheme to provide vocational training to the youth through the industry. eClerx has hired 1407 Apprentice from 1st April'21 till 31st March'22 and after successful completion of the apprenticeship, 69% were converted to On-roll employees.

GOVERNANCE

Special fraud risk related training conducted for relevant group of employees that includes mock phishing drills, refresher training and onboarding tests.	Due Diligence Questionnaire to vet vendors on parameters including of their commitment to sustainability at the time of selection and onboarding.	99% of our workforce has undergone background verifications and during FY22, there was no incident of breach of code of Ethics.	Continue to implement newer tools to identify and thwart emerging cyber threats and deploy vulnerability assessment and penetration testing via external consulting firms.

eClerx Sustainability report for FY2022 elucidating our Environment-Social-Governance initiatives and our commitment to a sustainable future will be published in due course.

ECLERX CARES

As a responsible corporate citizen with a longstanding commitment to social welfare, eClerx is determined to help create a better society through our CSR arm, eClerx Cares. We aim to create sustainable, scalable, and replicable models of change that have a positive impact on children and youth in their journey of 'education to employability'.

This year, we have touched more than 28,000* lives in a significant way through our direct funding projects. While the aftereffects of COVID-19 and the resultant nationwide lockdown still prevalent across the country, schools and eClerx-supported institutions were able to resume operations in a limited capacity, adding to a semblance of normalcy. Continued access to education for children from underserved communities via a blended approach, which included physical and virtual classes across schools and enabling training institutions to skill and up-skill youth to ensure and enhance access to employability opportunities, were the highlights of the year. eClerx also stepped up its COVID-19 relief initiatives and supplied oxygen concentrators to municipal hospitals, essential protection and safety resources for frontline healthcare workers across the country, and ration kits for underprivileged families impacted by the pandemic.

Virtual volunteering initiatives ensured eClerx members had opportunities to contribute their time and skills across multiple initiatives and themes. Over 9,800* hours of volunteering were contributed by our employees to support activities including creating virtual learning content for schools, recording audiobooks for the visually challenged, English language and Math sessions for underprivileged sessions, and multiple other initiatives for children which enabled over 1,800 children to learn and grow.

*Includes Personiv numbers

NOTICE

NOTICE is hereby given that the 22nd Annual General Meeting of the Members of eClerx Services Limited ("the Company") will be held on Wednesday, September 21, 2022 at 12:30 p.m., 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, 2022, 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, 2022, together with the Reports of the Auditors thereon.

2. To declare dividend for the year ended March 31, 2022 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.

SPECIAL BUSINESS:

4. To appoint Mr. Naresh Chand Gupta (DIN: 00172311) as a Director in the capacity of Non-Executive Independent Director of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 read with Rules framed thereunder ("the Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Schedule IV to the Act, Mr. Naresh Chand Gupta (DIN: 00172311), who was appointed as an Additional Director of the Company by the Board of Directors, under Section 161 of the Act, to hold office up to the date of this Annual General Meeting and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for a term up to August 8, 2027, not liable to retire by rotation.

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

5. To appoint Mr. Naval Bir Kumar (DIN: 00580259) as a Director in the capacity of Non-Executive Independent Director of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 read with Rules framed thereunder ("the Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Schedule IV to the Act, Mr. Naval Bir Kumar (DIN: 00580259), who was appointed as an Additional Director of the Company by the Board of Directors, under Section 161 of the Act, to hold office up to the date of this Annual General Meeting and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for a term up to August 8, 2027, not liable to retire by rotation.

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

6. To appoint Ms. Roshini Bakshi (DIN: 01832163) as a Director in the capacity of Non-Executive Independent Director of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 read with Rules framed thereunder ("the Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Schedule IV to the Act, Ms. Roshini Bakshi (DIN: 01832163), who was appointed as an Additional Director of the Company by the Board of Directors, under Section 161 of the Act, to hold office up to the date of this Annual General Meeting and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee, and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for a term up to August 8, 2027, not liable to retire by rotation.

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

7. To approve payment of remuneration by way of commission to Non-Executive Independent Directors of the Company

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

"**RESOLVED THAT** in supersession of earlier resolution(s) dated August 29, 2019 passed for this purpose, and pursuant to Section 197, Rules made thereunder and all other applicable provisions, if any, of Companies Act, 2013 ('Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the laws prevailing for the time being and such alterations and modifications, if any, that may be effected pursuant to any change in policies, Acts or Laws, Guidelines, Rules and Regulations relating to Managerial Remuneration or in response to any application(s) for review and reconsideration submitted by the Company in that behalf to the concerned authorities, if any, the consent of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as 'the Board' which term shall be deemed to include any Committee, including Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers conferred by this resolution), for making payment of remuneration by way of commission to Non-Executive Independent Directors of the Company, an aggregate sum not exceeding 1% of net profit of the Company for the respective financial year, as calculated, inter-alia, in accordance with the provisions of Section 198 of the Act, subject to a limit of Rs. 35,00,000/- (Rupees Thirty Five Lakhs Only) per annum per Non-Executive Independent Director for the period commencing from financial year 2022-23 till financial year 2024-25, in addition to the fees payable to them for attending the meeting(s) of Board of Directors of the Company or any Committee(s) thereof, besides reimbursement of actual expenses for attending the same, as permitted.

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

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable, without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By Order of the Board
For eClerx Services Limited

sd/-
Pratik Bhanushali
Company Secretary & Compliance Officer
F8538

Place: Mumbai
Date: August 9, 2022

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

NOTES:

1. On account of the continuing COVID-19 pandemic, pursuant to General Circular No. 2/2022 dated May 5, 2022, General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/ HO/ CFD/ CMD2/ CIR/ P/ 2022/62 dated May 13, 2022 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 22nd 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.

   The Company has engaged the services of M/s. KFin Technologies Limited ("Kfintech"), Registrars and Transfer Agents ("RTA"), to provide VC facility and e-voting facility for the AGM.

3. 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.

4. Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed hereto.

5. **DISPATCH OF ANNUAL REPORT**

   In terms of the MCA Circulars and SEBI Circular, Notice convening the 22nd AGM along with the Annual Report 2022 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 SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022. The Notice of AGM along with the Annual Report 2022 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 Company's Registrar and Transfer Agent, Kfintech at https://evoting.kfintech.com.

6. **URGENT AND IMPORTANT – REGISTER YOUR EMAIL ADDRESS**

   In order to receive all communications including Annual Report, Notices, Circulars, etc. from the Company electronically, Members holding shares in physical form and who have not registered their e-mail addresses so far, are requested to do so by clicking on https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx and providing the requisite details of their holdings and documents for registering their e-mail address or through prescribed Form ISR-1 made available on Company's website at https://eclerx.com/investor-relations/forms-for-physical-shareholders/; and Members holding shares in dematerialized form are requested to register their e-mail address with their respective Depository Participant(s).

7. For holders of physical securities, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 has mandated:
   - Furnishing of PAN, KYC details and Nomination details who have not yet updated with RTA by March 31, 2023 and
   - Linking PAN with Aadhaar by March 31, 2022.

   The forms for updating the same are available at https://eclerx.com/investor-relations/forms-for-physical-shareholders/. Please note that the folios wherein any one of the aforementioned details are not available by the abovementioned respective due dates, shall be frozen by the RTA.

8. **PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM**

   (i) Members will be provided with a facility to attend the AGM electronically through video conference platform made available by Kfintech. For accessing the same, Members may visit the e-voting website of Kfintech i.e. https://emeetings.kfintech.com/ under shareholders/members login by using secure login credentials. The link for attending the AGM electronically will be available under shareholder/members login where AGM event of eClerx Services Limited can be selected.

(ii) For better experience, Members are requested to join the meeting using Google Chrome (preferred browser) or other browsers such as Safari, Internet Explorer, Microsoft Edge or Mozilla Firefox 22.

(iii) Members are requested to grant access to the web-cam to enable two-way video conferencing and are advised to use stable Wi-Fi or LAN connection to ensure smooth participation at the AGM. Participants may experience audio/video loss due to fluctuation in their respective networks.

(iv) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending request from their registered email addresses mentioning name, DP/Client ID or Folio No., PAN and Mobile number at investor@eclerx.com from Friday, September 16, 2022 (9:00 a.m. IST) up to Sunday, September 18, 2022 (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 Friday, September 16, 2022 (9:00 a.m. IST) up to Sunday, September 18, 2022 (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 and Auditors of the Company, etc.

(viii) For any assistance required for attending AGM through VC/OAVM, Members may contact Mr. S V Raju of Kfintech at einward.ris@kfintech.com or call at 1800 309 4001 (Toll Free).

9. 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.

10. 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.

11. 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.

12. The Register of Members and Share Transfer Books will remain closed from Friday, September 9, 2022 to Wednesday, September 21, 2022 (both days inclusive) for the purpose of Annual General Meeting. Record date for the purpose of ascertaining dividend eligibility is Monday, August 22, 2022.

13. The Statement pursuant to Section 102 of the Act, as amended, setting out material facts concerning the business with respect to Item Nos. 4, 5, 6 and 7 forms part of this Notice. Additional information, pursuant to Regulation 36(3) and 36(5) of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment at this AGM is furnished as an Annexure to the Notice.

14. 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.

15. 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. Wednesday, September 14, 2022 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 Friday, September 16, 2022 (9:00 a.m. IST) and will end on Tuesday, September 20, 2022 (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. Wednesday, September 14, 2022.

The Company has appointed Mrs. Ashwini Inamdar, (Membership No. FCS 9409), failing her Mrs. Aditi Patnaik (Membership No. ACS 45308) 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 on e-voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Members are advised to update their mobile number and email-id in their demat accounts in order to access e-voting facility.

NSDL

1. User already registered for IDeAS (Internet-based Demat Account Statement) facility:

I. URL: https://eservices.nsdl.com
II. Click on the 'Beneficial Owner' icon under 'IDeAS' section.
III. On the new page, enter User ID and Password. Post successful authentication, click on 'Access to e-voting'.
IV. Click on company name or e-voting service provider and you will be re-directed to e-voting service provider website for casting the vote during the remote e-voting period.

2. User not registered for IDeAS e-Services

I. To register click on link :
https://eservices.nsdl.com
Select 'Register Online for IDeAS'
or
https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
II. Proceed with completing the required fields.

Post registration is completed, follow the process as stated in point no. 1 above.

3. By visiting the e-voting website of NSDL

I. URL: https://www.evoting.nsdl.com/
II. Click on the icon "Login" which is available under 'Shareholder/Member' section.
III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.
V. 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.

CDSL

1. Existing user who have opted for Easi/Easiest

I. URL: https://web.cdslindia.com/myeasi/home/login
or
URL: www.cdslindia.com
II. Click on New System Myeasi
III. Login with User id and Password.
IV. Option will be made available to reach e-voting page without any further authentication.
V. Click on e-voting service provider name to cast your vote.

2. User not registered for Easi/Easiest

I. Option to register is available at
https://web.cdslindia.com/myeasi/Registration/EasiRegistration
II. Proceed with completing the required fields

Post registration is completed, follow the process as stated in point no. 1 above.

3. By visiting the e-voting website of CDSL

I. URL: www.cdslindia.com
II. Provide demat Account Number and PAN No.
III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.
IV. After successful authentication, user will be provided links for the respective ESP (E-voting Service Provider) where the e-voting is in progress.
V. Click on company name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

- **Login through their Depository Participants**

  You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once logged in, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. 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.

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned websites.

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
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 224 430	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542/43.

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

a. Initial Password is provided in the body of the email.

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 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.

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 Evoting@mehtamehta.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 shall simultaneously submit the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

16. 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 Saturday, September 17, 2022 (5.00 pm 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 Depository Participant(s) and also verify your holdings to prevent fraudulent transactions.

17. Dividend and Related Information

a. Dividend, as recommended by the Board of Directors, if approved at the AGM, shall be paid on or after Wednesday, September 21, 2022 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 Monday, August 22, 2022 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 Monday, August 22, 2022, as per lists to be provided by the Depositories for the said purpose.

b. Members who wish to claim their dividends 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 Depository Participant(s), if shares are held in dematerialised form or with Kfintech, as mentioned in point. No. 16.b., 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(s).

d. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

e. Members are requested to refer to the communication available on Company's website at www.eclerx.com for the information with respect to the deduction of tax at source on dividend and for availing tax exemptions, as mentioned therein. The said communication is also available on the website of stock exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

f. A resident shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email or by visiting https://ris.kfintech.com/form15/ on or before Thursday, September 8, 2022 to enable the Company to determine the appropriate TDS/withholding tax rate applicable. Any communication on the tax determination/deduction received post Thursday, September 8, 2022 shall not be considered.

g. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by uploading the duly signed scanned documents by visiting https://ris.kfintech.com/form15/ on or before Thursday, September 8, 2022.

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 date, 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/s, such Member/s will be responsible to indemnify the Company and also, provide the Company with all information/documents and co-operation in any appellate proceedings.

18. 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 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. Accordingly, members/claimants are requested to submit such requests through prescribed Form ISR-4, made available on Company's website at https://eclerx.com/investor-relations/forms-for-physical-shareholders/, along with the documents / details specified therein.

19. 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

SPECIAL BUSINESS - ITEM NO. 4

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on August 9, 2022, approved appointment of Mr. Naresh Chand Gupta (DIN: 00172311) as an Additional Director (till the conclusion of this Annual General Meeting) designated as Non-Executive Independent Director, not liable to retire by rotation, for a tenure of 5 (five) consecutive years commencing from August 9, 2022 to August 8, 2027, subject to approval of the shareholders.

As an Additional Director, Mr. Naresh Chand Gupta holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received necessary declarations/disclosures from Mr. Naresh Chand Gupta confirming that he meets the criteria as prescribed under the Act and SEBI Listing Regulations. Mr. Naresh Chand Gupta is not disqualified from being appointed as a Director under provisions of Section 164 of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent to act as an Independent Director of the Company.

Mr. Naresh Chand Gupta is founder and CEO of Accuracap Consultancy Services, a technology oriented public market investment firm. Before that, he headed the Applied AI group at LNK corporation and was founding Managing Director of Adobe India, Sr. Vice President, Adobe Inc. and General Manager of Print and Publishing Business Unit, where he headed one of the three Adobe's global business units, responsible for engineering, product management, marketing, sales, and P&L of print, eLearning, gaming, and several other classic publishing product lines.

In terms of Section 160 of the Act, Nomination and Remuneration Committee has recommended the appointment of Mr. Naresh Chand Gupta as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Act. The Company has also received a notice in writing from a Member proposing the candidature of Mr. Naresh Chand Gupta to be appointed as Director of the Company.

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

A copy of the appointment letter, setting out his terms and conditions of appointment is available on the website of the Company at www.eclerx.com and will be available for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such document can send an e-mail to investor@eclerx.com.

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

Except Mr. Naresh Chand Gupta and/or his relative(s), none of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 4 of the Notice.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 4 of the Notice for the approval of the Members.

SPECIAL BUSINESS - ITEM NO. 5

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on August 9, 2022, approved appointment of Mr. Naval Bir Kumar (DIN: 00580259) as an Additional Director (till the conclusion of this Annual General Meeting) designated as Non-Executive Independent Director, not liable to retire by rotation, for a tenure of 5 (five) consecutive years commencing from August 9, 2022 to August 8, 2027, subject to approval of the shareholders.

As an Additional Director, Mr. Naval Bir Kumar holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received necessary declarations/disclosures from Mr. Naval Bir Kumar confirming that he meets the criteria as prescribed under the Act and SEBI Listing Regulations. Mr. Naval Bir Kumar is not disqualified from being appointed as a Director under provisions of Section 164 of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent to act as an Independent Director of the Company.

Mr. Naval Bir Kumar has a diverse experience in financial services over the last 30 years. He has worked with Indian Companies and Multi Nationals and has held leadership positions in investment banking, asset management, treasury and consumer banking. He served as an investment banker in ANZ Grindlays Bank, where he launched ANZ Grindlays Mutual Fund, India's first foreign bank owned Mutual Fund. He was CEO of the ANZ Grindlays Mutual Fund business for 16 years. He was an AMFI Board member for many years and worked with SEBI on evolving various regulations. He was also the Head of Consumer Banking on receiving the banking license to re-imagine and build a digital led, branch light model.

In terms of Section 160 of the Act, Nomination and Remuneration Committee has recommended the appointment of Mr. Naval Bir Kumar as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Act. The Company has also received a notice in writing from a Member proposing the candidature of Mr. Naval Bir Kumar to be appointed as Director of the Company.

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

A copy of the appointment letter, setting out his terms and conditions of appointment is available on the website of the Company at www.eclerx.com and will be available for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such document can send an e-mail to investor@eclerx.com.

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

Except Mr. Naval Bir Kumar and/or his relative(s), none of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 5 of the Notice.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 5 of the Notice for the approval of the Members.

SPECIAL BUSINESS - ITEM NO. 6

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on August 9, 2022, approved appointment of Ms. Roshini Bakshi (DIN: 01832163) as an Additional Director (till the conclusion of this Annual General Meeting) designated as Non-Executive Independent Director, not liable to retire by rotation, for a tenure of 5 (five) consecutive years commencing from August 9, 2022 to August 8, 2027, subject to approval of the shareholders.

As an Additional Director, Ms. Roshini Bakshi holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received necessary declarations/disclosures from Ms. Roshini Bakshi confirming that she meets the criteria as prescribed under the Act and SEBI Listing Regulations. Ms. Roshini Bakshi is not disqualified from being appointed as a Director under provisions of Section 164 of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given her consent to act as an Independent Director of the Company.

Ms. Roshini Bakshi is a Managing Director, Private Equity at Everstone Capital Asia Pte based out of Singapore. Her role includes evaluating new opportunities in the consumer sector and driving value creation in investee companies in all sectors in the areas of go to market, human capital management, and brand transformation. She has more than 29 years of general management and marketing experience and strong track record in consumer industries, setting strategy and improving operational effectiveness to create greater financial returns. Prior to Everstone, she was the CEO and Managing Director for the Walt Disney Company's Consumer, media and retail business for South Asia.

In terms of Section 160 of the Act, Nomination and Remuneration Committee has recommended the appointment of Ms. Roshini Bakshi as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Act. The Company has also received a notice in writing from a Member proposing the candidature of Ms. Roshini Bakshi to be appointed as Director of the Company.

In the opinion of the Board, Ms. Roshini Bakshi is a person of integrity, fulfils the conditions for her appointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the management. The Board believes that Ms. Roshini Bakshi possesses relevant expertise and experience for being appointed as an Independent Director of the Company and considers her association to be of immense benefit to the Company.

A copy of the appointment letter, setting out her terms and conditions of appointment is available on the website of the Company at www.eclerx.com and will be available for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such document can send an e-mail to investor@eclerx.com.

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

Except Ms. Roshini Bakshi and/or her relative(s), none of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 6 of the Notice.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 6 of the Notice for the approval of the Members.

SPECIAL BUSINESS - ITEM NO. 7

The Members of the Company at the 19th Annual General Meeting (AGM) approved that Non-Executive Independent Directors be paid remuneration by way of commission, aggregately not exceeding 1% of the net profit of the Company for the respective financial year, subject to a limit of Rs. 22,50,000/- (Rupees Twenty Two Lakhs Fifty Thousand only) per annum per Non-Executive Independent Director.

The Board of your Company comprises of qualified and professional Non-Executive Independent Directors carrying high level of expertise in various functional areas including strategy, planning and business acumen, with appropriate balance of skill, experience, knowledge. Also, dynamic regulatory environment, complexity and large scale of business operations and increasing expectations of stakeholders emanating from pursuit to achieve the highest standards of corporate governance have cast additional responsibilities on the Non-Executive Independent Directors, now than ever, widening the role they play on the Board.

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

In view of the above, it is proposed to increase the above mentioned limit of remuneration by way of commission to Rs. 35,00,000/- (Rupees Thirty Five Lakhs Only) per annum per Non-Executive Independent Director, for the period commencing from financial year 2022-23 till financial year 2024-25, which will be within the overall limit of 1% of the net profit of the Company for the respective financial year, computed, inter-alia, in accordance with Section 198 of the Companies Act, 2013. The same is as recommended by Nomination and Remuneration Committee and approved by Board of Directors of the Company at its meeting held on August 9, 2022. The said per annum limit of Rs. 35,00,000/- (Rupees Thirty Five Lakhs Only) is the upper ceiling and the Board of Directors (including any committee thereof) based inter-alia, on the performance of the Company will decide the actual amount payable to the Non-Executive Independent Directors in terms of commission, which may not necessarily be Rs. 35,00,000/- per annum but may even be lower than that.

Section 197 of the Companies Act, 2013 requires the Special Resolution to be passed by the Members of the Company in General Meeting for payment of remuneration by way of commission to Non-Executive Independent Directors. It may be noted that specified particulars of Non-Executive Independent Directors remuneration are also set out in Directors' Report and Corporate Governance Report of the Company for the financial year ended March 31, 2022.

The Non-Executive Independent Directors, (including their relatives) are interested in this Resolution insofar as the same relates to their respective commission and their shareholding in the Company, if any. None of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 7 of the Notice for the approval of the Members.

ANNEXURE TO THE NOTICE

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

NAME	ANJAN MALIK	NARESH CHAND GUPTA	NAVAL BIR KUMAR	ROSHINI BAKSHI
DIN	01698542	00172311	00580259	01832163
Designation	Non- Executive Director	Non- Executive Independent Director	Non- Executive Independent Director	Non- Executive Independent Director
Age	52 years	55 years	57 years	55 years
Profession	Business Executive	Business Executive	Business Executive	Business Executive
Date of first appointment on the Board	May 10, 2000	August 9, 2022	August 9, 2022	August 9, 2022
Shareholding in the Company as on the date of this Notice	9,007,664 (26.63%)	Nil	Nil	Nil
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)	M.S and Ph.D. in Computer Science from University of Maryland, College Park and B.Tech in Computer Science from Indian Institute of Technology (Kanpur)	Post-Graduation in Management from Indian Institute of Management (Calcutta)	Masters of Business Administration degree from the Indian Institute of Management (Ahmedabad) and and undergraduate degree, majoring in Economics, with honours from St Stephens College (Delhi)
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 31 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.	Refer Explanatory Statement to Item No. 4	Refer Explanatory Statement to Item No. 5	Refer Explanatory Statement to Item No. 6
Skills and capabilities required for the role	N.A.			
Terms and conditions of re-appointment	As per the existing terms and conditions and in accordance with the provisions of Companies Act, 2013			
Relationship with other directors and Key Managerial Personnel of the Company	Not related to any Director/Key Managerial Personnel			
Directorships held in other Companies	N.A.	1. Info Edge (India) Limited	1. India Ratings and Research Private Limited 2. Bombay Gymkhana Limited	1. JM Financial Limited 2. Persistent Systems Limited 3. JM Financial Products Limited 4. Culinary Brands Private Limited

NAME	ANJAN MALIK	NARESH CHAND GUPTA	NAVAL BIR KUMAR	ROSHINI BAKSHI
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.	1. Membership in Audit Committee and Stakeholders Relationship Committee of Info Edge (India) Limited 2. Membership in Audit Committee Chairmanship and Membership in Risk Management committee of Affle (India) Limited (Resigned w.e.f. June 1, 2020)	Nil	1. Membership in Audit Committee and Remuneration and Compensation Committee of JM Financial Limited 2. Membership in Audit Committee, Remuneration and Compensation Committee and Investment Committee and Chairmanship in the Executive Committee of Persistent Systems Limited
The number of meetings of the Board attended during FY2022	5 out of 5	N.A.*	N.A.*	N.A.*
Remuneration last drawn	No remuneration had been paid, by the Company, during FY2022. However, he was paid Rs. 22.25 million (which includes Rs. 14.11 million of bonus provisions) from eClerx Limited, (U.K.) and Rs. 8.14 million from eClerx Investments (U.K.) Limited, wholly owned subsidiaries of the Company during FY2022.	N.A.*	N.A.*	N.A.*

***Appointed on Company's Board as an Additional Non- Executive Independent Director w.e.f. August 9, 2022, subject to shareholder's approval.**

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present their 22nd Annual Report along with the audited annual accounts for the financial year ended March 31, 2022.

1. FINANCIAL HIGHLIGHTS

The key aspects of the Company's financial performance for the year ended March 31, 2022 are tabulated below:

(Rupees in Million)

Particulars	Standalone		Consolidated	
	2021-22	2020-21*	2021-22	2020-21
Income from operations	15,513.12	11,974.01	21,603.45	15,644.91
Other Income	205.48	329.61	246.18	344.54
Total Revenue	**15,718.60**	**12,303.62**	**21,849.63**	**15,989.45**
Operating Expenses	10,269.49	8,376.11	14,997.63	11,164.57
Earnings before interest, tax, depreciation and amortization (EBITDA)	**5,449.11**	**3,927.51**	**6,852.00**	**4,824.88**
EBITDA%	34.67%	31.92%	31.36%	30.18%
Finance Costs	164.24	183.62	215.20	202.77
Depreciation, goodwill & amortization expenses	516.69	500.04	1,031.93	815.93
Earnings before Exceptional Items, Interest & Tax	4,768.18	3,243.85	5,604.87	3,806.18
Exceptional Items	-	-	-	-
Net Profit before Tax (PBT)	**4,768.18**	**3,243.85**	**5,604.87**	**3,806.18**
Taxes	1219.22	855.94	1,427.29	977.97
Profit for the year before minority interest	3,548.96	2,387.91	4,177.58	2,828.21
Minority interest	-	-	3.57	2.60
Net Profit attributable to shareholders	**3,548.96**	**2,387.91**	**4,174.01**	**2,825.61**
NPM%	**22.58%**	**19.41%**	**19.12%**	**17.69%**

* Restated (refer Note 39 of the standalone financials)

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 has been prepared, *inter-alia*, in compliance with the terms 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 FY2022 till the date of this Report, which would affect the financial position of the Company.

3. COVID-19 IMPACT

The Company adopted the Work from Home (WFH) model as a 'New Normal' from FY2022 and continued its efforts in enhancing employee engagement by improving the collaboration, productivity and security aspects of its distributed workforce. There was a constant endeavour to equip workforce with all required technology which translates to sustainable WFH experience for both, employee and business organization. Technical teams of the Company were focused on improving the infrastructure and technologies to continuously enhance security posture of eClerx. Employee systems were also equipped with tools which empowered managers to monitor the productivity and efforts. Employees were provided ample trainings on WFH model and were also subjected to periodic assessment to measure the awareness quotient with respect to client WFH requirements, social engineering attacks, and information security risks. Concurrently, the Company also started to plan for workforce to start working from office by identifying projects which were to be aligned with the evolving client requirements. In addition, Business Continuity Planning Team (BCP team) of the Company continuously coordinated with clients to periodically conduct varied disruption tests, which further solidified business continuity assurance in terms of our resilience to support both office and WFH operating model.

4. GENERAL RESERVE

During the year, the Company has recorded a gain on sale of shares held by eClerx Employee Welfare Trust amounting to Rs. 40 million in General Reserve. Further, Rs. 77.53 million were transferred from Share Based Payment Reserve to General Reserve, on exercise of stock options by employees of the Company.

5. 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. 33.82 million.

In view of the changes made under the Income-tax Act, 1961, by the Finance Act, 2020, dividends 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	FY 2020-21	FY 2019-20	FY 2018-19	FY 2017-18	FY 2016-17	FY 2015-16	FY 2014-15
1	Total Dividend for the year	1.00	1.00	1.00	1.00	1.00	1.00	35.00
2	Dividend as % EPS (Basic)	1.23%	1.75%	1.66%	1.8%	1.4%	1.2%	46%
3	Dividend as % Profit After Tax	1.20%	1.73%	1.66%	1.8%	1.4%	1.2%	46%
4	Tax Amount (Rs. Million)	-	-	7.60	7.95	8.12	8.36	222.28

The Register of Members and Share Transfer Books will remain closed from Friday, September 9, 2022 to Wednesday, September 21, 2022 (both days inclusive) for the purpose of Annual General Meeting. The 22nd Annual General Meeting of the Company is scheduled to be held on Wednesday, September 21, 2022. Record date for the purpose of ascertaining dividend eligibility is Monday, August 22, 2022.

The dividend declared and/or paid by the Company for FY2022 is in compliance with the Dividend Distribution Policy.

6. DIVIDEND DISTRIBUTION POLICY

Pursuant to Regulation 43A of the Listing Regulations, your 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/.

7. PUBLIC DEPOSITS

During the year, your 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.

8. SUBSIDIARIES, ASSOCIATE COMPANIES AND JOINT VENTURES

The Company had 16 (Sixteen) subsidiaries including step down subsidiaries and 1 (One) associate company as on March 31, 2022.

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 a 100% Subsidiary at Australia in the name of eClerx Pty Limited. The Certificate of Registration was issued to eClerx Pty Limited on January 13, 2022 by the Australian Securities & Investment Commission. 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.

9. 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 2021-22	FY 2020-21	FY 2019-20	FY 2018-19	FY 2017-18
US$ 0.5-1 Million	25	19	21	20	17
US$ 1-5 Million	26	26	22	18	17
More than US$ 5 Million	13	7	7	7	6

10. INTERNAL FINANCIAL CONTROLS RELATED TO THE FINANCIAL STATEMENTS

The details in respect of internal financial control and their adequacy are included in the Management Discussion and Analysis, which forms a part of this report.

The Company had adequate Internal Financial Controls (IFC) which is commensurate to the size and business of the Company and is designed to provide reliable financial information. It provides reasonable assurance with respect to preparation of financial statements in compliance with the Acts, Rules, and Regulations as applicable including Indian Accounting Standards and also reliability of financial reporting. The controls also provide assurance that the expenditures are made in accordance with the authority given to the management of the Company duly approved by the Directors of the Company.

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.

11. CHANGES IN SHARE CAPITAL

Particulars	No. of shares	Amount in Rupees
Issued, subscribed and paid-up capital as on April 1, 2021	3,48,89,586	34,88,95,860
Less: Shares bought back via "Tender Offer" route during FY2022*	10,63,157	1,06,31,570
Issued, subscribed and paid-up capital as on March 31, 2022	3,38,26,429	33,82,64,290

*During FY2022, the Company completed buy back of 10,63,157 (Ten Lakhs Sixty Three Thousand One Hundred and Fifty Seven) fully paid-up equity shares of face value of Rs. 10 (Rupees Ten) each ("Equity Shares"), on a proportionate basis from all eligible shareholders of the Company, through the Tender Offer route for cash at a buy back price of Rs. 2,850 (Rupees Two Thousand Eight Hundred and Fifty only) per Equity Share.

12. STATUTORY AUDITORS

M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, Mumbai, [ICAI Registration No. 101049W/E300004], the Statutory Auditors of the Company, were appointed by the shareholders at their meeting held on August 29, 2019 for a period of 5 (Five) years i.e. upto conclusion of 24^{th} 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 FY2022. The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company during the financial year under review.

13. 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, 2022. 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.

14. 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.

15. 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, 2022, is hosted on the website of the Company at https://eclerx.com/investor-relations/corporate-governance/.

16. 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.

17. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Board of Directors of the company comprise of eminent persons of proven competence and integrity. They bring diversified experience, strong financial & business acumen, management & leadership qualities. In accordance with the 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. The brief profile and other information as required under Regulation 36 of the Listing Regulations and Secretarial Standards on General Meetings is also included in the Notice of the AGM.

The following were the changes to the Board composition and Key Managerial Personnel of the Company during the year:

- Mr. Pradeep Kapoor (DIN: 00053199) ceased to be Non-Executive Independent Director of the Company with effect from close of business hours on February 2, 2022.
- Further, Mr. Srinivasan Nadadhur appointed on the designation of Chief Financial Officer in place of Mr. Rohitash Gupta with effect from May 12, 2022.

Your Directors place on record their appreciation for the valuable contribution and support provided by Mr. Kapoor and Mr. Gupta during their tenure in their respective capacity.

18. DECLARATION BY INDEPENDENT DIRECTOR(S)

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 they were no existence or anticipation of any circumstances during the year that could impair or impact 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.

19. PERFORMANCE EVALUATION

The Board of Directors of the Company had appointed an external expert 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, the separate meeting of Independent Directors was held on June 10, 2021. 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.

20. 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/investor-relations/corporategovernance/.

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 Non – Executive Independent Directors of the Company containing the requisite familiarization details has been hosted on the Company's website at https://eclerx.com/investor-relations/corporate-governance/.

21. DIRECTORS' RESPONSIBILITY STATEMENT

- in the preparation of the annual accounts for the FY2022, 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, 2022 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.

22. BOARD MEETINGS

During FY2022, 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 report. The intervening gap between the meetings was within the period prescribed under the Act and the Listing Regulations.

23. 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.

24. AUDIT COMMITTEE

The Audit Committee comprises of Mr. Biren Gabhawala, Mr. Anish Ghoshal, Ms. Deepa Kapoor and Mr. PD Mundhra. The majority of the Members are Independent Directors and Mr. Biren Gabhawala, Independent Director is the Chairperson of the Committee.

Mr. Pradeep Kapoor ceased to be a Member of the Audit Committee consequent upon his resignation as Non-executive Independent Director of the Company with effect from close of business hours on February 2, 2022.

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

25. REPORTING OF FRAUD BY THE STATUTORY AUDITORS

There were no instances of fraud reported by the Statutory Auditors during FY2022 in terms of the Section 134 of the Act read with the Companies (Audit and Auditors) Rules, 2014.

26. 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 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/.

27. VIGIL MECHANISM

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 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 (i) procedures for reporting of questionable auditing accounting, internal control and unjust enrichment matters (ii) reporting instances of leak or suspected leak of Unpublished Price Sensitive Information and (iii) 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/. The same is reviewed by the Audit Committee from time to time.

During the year, the Company received one whistle blower complaint with respect to violation of eClerx Code of Conduct. Company thoroughly investigated the matter, and the same was closed to the satisfaction of relevant stakeholders. It is affirmed that no person has been denied access to the Audit Committee.

28. PARTICULARS OF LOAN, GUARANTEE 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, 2022, are set out in Note 5.3 and 5.1 respectively to the Standalone Financial Statements of the Company. The Company has not provided any guarantee during the year under review.

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

During the financial year, all the transactions that the Company entered into with related parties were in the ordinary course of business and at arms' 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, 2022.

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, 2022, 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, 2022, 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, 2022	Outstanding Balance as at March 31, 2022
eClerx LLC	Sales and Marketing Services	Wholly owned subsidiary	Contract of Sales and Marketing	Ongoing	May 20, 2014/ July 31, 2014/ ongoing	1,947.35	551.86 Payable
	Expenses incurred by subsidiary company on behalf of holding Company					34.35	39.34 Receivable
	ITES services by subsidiary company to holding company					63.58	
	Expenses incurred by holding Company on behalf of subsidiary company					-	
	ITES services by holding company to subsidiary company					302.23	
	Investment in subsidiary					5.67	

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

Place: Mumbai
Date: August 9, 2022

Anish Ghoshal
Chairman

30. BUSINESS RESPONSIBILITY REPORT

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.

As stipulated under Regulation 34 of the Listing Regulations, the Business Responsibility Report, describing the initiatives taken by the Company from environmental, social and governance perspective forms part of the Annual Report.

31. 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.

32. 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. During the year, the Company was exposed to various Work

From Home (WFH) related risks like Insecure Data storage & Transmission, Unauthorized disclosure of information and crucial information leakage on account of COVID-19 pandemic. The Company brought necessary changes to the Enterprise Wide Risk Management (EWRM) framework so as to mitigate such risks.

The Company has in place a well-defined Enterprise Wide Risk Management 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 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.

33. 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 trainee) are covered under this policy.

Details of sexual harassment complaints received during FY2022:

- No. of complaints received during financial year 2021-22: 2
- No. of complaints disposed of during financial year 2021-22: 2
- No. of complaints pending as on end of the financial year 2021-22: NIL

34. CORPORATE SOCIAL RESPONSIBILITY

The CSR Committee reviews and monitors the CSR projects and expenditure undertaken by the Company on a regular basis and apprises the Board of the same. During the year, the Company had incurred Rs. 52.83 Million towards CSR expenditure. The Company's CSR policy statement and the Annual Report on CSR activities undertaken during the financial year ended Mach 31, 2022, 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 FY2022.

35. AWARDS AND RECOGNITION

Building from previous successes, the Company was recognized in several industries throughout the year. KYC capabilities of the Company led the Company to win the Best Data Solution for KYC at the RegTech Insight Awards 2021 USA and the Best KYC and Client On-Boarding Solution at the Data Management Insight Awards 2021 from A-Team Group. The Company also won the AIM Award and was named one of the Top 50 Firms in India for Data Scientists to Work for. The Company continued to flourish and grow excellence across learning and development, winning two Brandon Hall Awards for this achievement. Company's New York office won a place among Crain's 100 Best Places to Work. Finally, at the international level, Company's quality standards garnered high praise, winning one of the most coveted awards in the industry – the Gold award at ASQ (American Society for Quality) International – capping off a robust year of growth in Company's services.

36. 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: 73 times; Non-Executive Non Independent Director: NA; Non-Executive Independent Director: 6 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: 5.26 %, Chief Financial Officer: 7.5%, Company Secretary: 8%.

The percentage increase in the median remuneration of employees in the financial year: (1)% - During FY2022, substantial numbers of employees were hired as fresher's which mainly contributed to decrease in median of remuneration of employees;

The global headcount of the Company as on March 31, 2022 was more than 14,000.

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: 7.44% for employees other than senior managerial personnel v/s 9.57% 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 seperate 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

<table>
<tr><th>Particulars</th><th>Executive Director</th><th>Non-Executive Independent Director</th><th>Non Executive Director</th></tr>
<tr><td>All elements of remuneration package such as salary, benefits, stock options, pension etc. of all Directors</td><td>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.</td><td rowspan="2">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 an amount of Rs. 2.25 million p.a.

Remuneration will be paid in proportion to the term served in the Company during the year.</td><td rowspan="2">Nil</td></tr>
<tr><td>Details of fixed component and performance linked incentives along with performance criteria</td><td>Annual Gross Salary: Rs. 13.80 million p.a.

Annual Performance Bonus: Upto Rs. 13.80 million

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:
- Profitability (PAT, PBT, OPM)
- Return on shareholders' investment
- Statutory compliances
- Revenue and revenue quality</td></tr>
</table>

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.	Pursuant to the provisions of the Companies Act, 2013 and other relevant regulations	
Stock option details.	N.A.	N.A.	N.A.

The details of remuneration paid/payable to Directors for FY2022 are provided in the Corporate Governance Report forming part of this report.

37. EMPLOYEES' STOCK OPTION SCHEME/PLAN

ESOP Scheme 2015

- 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, your Company had framed and instituted Employee Stock Option Plan 2015 ('ESOP Scheme 2015') 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 under ESOP Scheme 2015, is managed by independent trustee and is authorized for secondary market acquisition. During the year under review, ESOP Trust has acquired 74,440 shares from open market.

ESOP Scheme 2022

- Since the options which could be granted under ESOP Scheme 2015 were nearing exhaustion and relevant laws and regulations had undergone many changes since the institution of ESOP Scheme 2015, the Board had, pursuant to the provisions of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and based on the recommendation of Nomination and Remuneration Committee, approved the institution of the ESOP Scheme 2022.

- Under the ESOP Scheme 2022, total 1,800,000 (One Million Eight Hundred Thousand Only) options would be available for being granted to eligible employees of the Company, its subsidiaries and associates Company(ies) and existing ESOP Trust is authorized for secondary market acquisition of shares. The Shareholders had approved the institution of ESOP Scheme 2022 and related matters on May 4, 2022 through Postal Ballot. The above maximum number of Securities that may be granted under this Scheme shall be subject to adjustment with regards to various corporate actions which the Company may come out with.

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.

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/.

38. ENHANCING SHAREHOLDER VALUE

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 is also committed to creating value for all its stakeholders by ensuring that its corporate actions positively impact the economic, societal and environmental dimensions of the triple bottom line.

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 customers and a deep understanding of patient needs, drive the development of new products and services.

Anticipating customer requirements early and being able to address them effectively requires a strong commercial support.

39. 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.

40. 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.

During the year, Company adopted the following additional Corporate Governance practices for the benefit of its Shareholders:

- Apart from submitting financial results with stock exchanges and uploading on the Company's website, the Company started sending quarterly financial results to shareholders on their registered e-mail ID for their ease of reference.
- Apart from the statutory requirements, the Company started sending an additional reminder on yearly basis to its Shareholders on their registered e-mail ID requesting to claim the unpaid/unclaimed Dividend.

41. SUCCESSION PLANNING

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

42. 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 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 9, 2022

Anish Ghoshal
Chairman

ANNEXURE-I

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 on March 31, 2022

Form AOC - 1

Part A: Subsidiaries

(Rupees in Millions)

Name of Subsidiary	Reporting Financial Period ended	The date since when subsidiary was acquired	Reporting Currency	Exchange Rate as on March 31, 2022	Issued and Subscribed share capital	Reserves & Surplus	Total Assets	Total Liabilities	Investment other than investment in subsi-diaries	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
Eclipse Global Holdings LLC	March 31, 2022	December 23, 2020	USD	75.9005	NA	(859.65)	441.98	1,301.63	-	0.00	1.63	0.37	1.26	-	100%	NA
Personiv Contact Centers LLC	March 31, 2022	December 23, 2020	USD	75.9005	NA	(30.40)	629.78	660.18	-	695.13	(7.14)	(3.44)	(3.70)	-	100%	NA
ASEC Group, LLC	March 31, 2022	December 23, 2020	USD	75.9005	NA	718.27	825.83	107.56	-	1,720.58	93.35	18.26	75.09	-	100%	NA
AGR Operations Manila Inc.	March 31, 2022	December 23, 2020	USD	75.9005	15.80	286.31	428.52	126.41	-	824.96	63.97	16.32	47.65	-	99.99%	8,300,000
AG Resources (India) Private Limited	March 31, 2022	December 23, 2020	INR	NA	0.10	295.74	386.19	90.35	-	352.22	57.16	9.58	47.58	-	99.98%	10,000
Personiv Contact Centers India Private Limited	March 31, 2022	December 23, 2020	INR	NA	350.55	353.11	1015.19	311.53	-	902.60	283.54	66.77	216.77	-	99.85%	35,024,806
eClerx Limited	March 31, 2022	April 01, 2007	GBP	99.8273	38.49	297.25	490.86	155.12	-	748.74	39.27	8.13	31.14	-	100%	100
eClerx LLC	March 31, 2022	April 01, 2007	USD	75.9005	1288.89	2,854.89	4875.88	732.10	-	3,947.23	213.39	40.30	173.09	-	100%	135
eClerx Private Limited	March 31, 2022	December 29, 2009	SGD	56.0606	7.21	169.39	227.49	50.89	-	393.84	29.27	1.33	27.94	-	100%	1
eClerx Canada Limited	March 31, 2022	September 23, 2016	CAD	60.8044	3.04	8.80	18.77	6.93	-	55.28	6.30	1.66	4.64	-	100%	50,000
eClerx Investments (UK) Limited	March 31, 2022	March 14, 2015	INR	0.00	1808.64	57.86	1870.56	4.06	-	0.00	12.62	3.79	8.84	-	100%	18,686,112
eClerx BV	March 31, 2022	May 6, 2020	EUR	84.2164	4.21	0.12	9.32	4.99	-	36.68	(3.50)	(0.55)	(2.96)	-	100%	50,000
CLX Europe S.P.A	March 31, 2022	April 22, 2015	EUR	84.2164	1963.23	(441.58)	2258.17	736.52	-	1,725.95	98.01	49.36	48.65	-	100%	35,885,448
CLX Europe Media Solution GmbH	March 31, 2022	April 22, 2015	EUR	84.2164	43.06	261.51	353.47	48.90	-	287.93	50.15	16.55	33.60	-	100%	511,292
CLX Europe Media Solution Limited	March 31, 2022	April 22, 2015	GBP	99.8273	0.0002	108.68	172.26	63.58	-	286.77	25.32	5.05	20.27	-	100%	2

Note: eClerx Pty Limited, a step down subsidiary of eClerx Services Limited, was incorporated on January 13, 2022 and has yet to commence operations.

Part B : Associate Companies

Sr. No	Name of Associate	CLX Thai Company Limited (Thailand)
1	Latest audited Balance Sheet Date	March 31, 2022
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. of shares	2,940
	Amount of Investment in Associate	2,940,000
	Extend 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	Networth attributable to Shareholding as per latest audited Balance Sheet	25.03
7	Profit/ Loss for the year	6.99
	i) Considered in consolidation	3.42
	ii) Not considered in consolidation	3.57

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

PD Mundhra
Executive Director

Biren Gabhawala
Director

Place: Mumbai
Date: August 9, 2022

Srinivasan Nadadhur
Chief Financial Officer

Pratik Bhanushali
Company Secretary

ANNEXURE-II

FORM MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2022

[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 I 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, 2022, 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, 2022, 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 **(during the period under review, not applicable to the Company);**

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')as amended from time to time:-

(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, 2009 **(during the period under review, not applicable to the Company)**;

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

(i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

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

(i) Secretarial Standards issued by the Institute of Company Secretaries of India and

(ii) 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 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. Meetings held at shorter notice are in compliance with the provisions of the Act 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.

Majority decision is carried through 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.

1. The Nomination and Remuneration Committee at its meeting held on June 10, 2021 has granted 3,62,500 options at an exercise price of Rs. 1,225.48/- per option pursuant to the Employee Stock Option Scheme 2015 of the Company;
2. Pursuant to the approval of members granted vide postal ballot on September 17, 2021, the Company bought back 1,063,157 (One Million Sixty-Three Thousand One Hundred and Fifty-Seven) Equity Shares and the said buy back was completed on November 10, 2021;
3. The members of the Company at the Annual General Meeting held on September 29, 2021 declared a final dividend of INR 1 per Equity Share.

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

Ashwini Inamdar
Partner
FCS No: 9409
CP No: 11226

Place: Mumbai
Date: May 24, 2022
UDIN: F009409D000372596

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)

Ashwini Inamdar
Partner
FCS No: 9409
CP No: 11226

Place: Mumbai
Date: May 24, 2022
UDIN: F009409D000372596

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:

Due to work from home scenario, the Company was able to save around 3 lakhs electrical units in FY2022 as compared to FY2021 (Pandemic Year) and around 32 lakhs electrical units as compared to FY2020 (Pre-pandemic Year).

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 the delivery that the Company does across any client or service line. The Company continues to build on its investments a large Software team including a R&D centre. The Company has developed new solutions and products around technologies like Cloud and Data Engineering. This adds to the stable of innovative solutions and products which were developed using technologies like Robotics Process Automation (RPA) and Artificial Intelligence & Machine Learning (AIML). 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, Company was able to improve the service delivery and augment the benefits delivered to clients. The software team has developed new solutions using principles of no-code/low-code and have added to its capabilities as part of its cognitive automation framework – called Kaiza Framework. This framework enables Company to deliver use cases for clients in areas like Virtual Assistants, Natural Language Processing, Image Processing, Text Mining, and Inferential Analytics. Company is having a team which is trained and certified on more than 75 market leading technologies.

The Company is also CMMI Level 3 apprised and the technology team has been a recipient of various industry leading awards from NASSCOM, CIO forums and CSO forums. These awards are for Company's products and the use cases that Company have implemented for clients.

III. Foreign Export Earning and Expenditure

(Rupees in Million)

	2021-22	2020-21
Total Foreign Exchange Earnings	15,039.45	11,835.64
Foreign Exchange Used	3,096.16	2,577.17

For and on behalf of the Board of Directors

Place: Mumbai
Date: August 9, 2022

Anish Ghoshal
Chairman

ANNEXURE-IV

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

ANNUAL REPORT ON CSR ACTIVITES

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

The role of Corporate Social Responsibility (CSR) has become critical as forward-thinking, socially conscious organizations embed initiatives in their business practices that benefit societies, build healthy communities, sustain cultures, and ensure environmental well-being.

eClerx as a responsible corporate citizen has a wide-focus lens on enabling communities and youth through initiatives that pivot on employability and education. Over the years, the Company has partnered with credible implementing agencies for rollout of programs which focus on areas while ensuring increased participation of various stakeholders. The end goal of our CSR programs is to create scalable, sustainable and replicable models of impact in order to ensure maximum benefit for our beneficiaries.

The Company continues to earmark a corpus every year for CSR activities. However, we strongly believe such contributions are just the first step. We believe in engaging the entire organization to contribute through used material donations, volunteering time and effort and engaging with beneficiaries of the projects we sponsor wherever possible.

The eClerx Cares team, under the guidance of the CSR Committee, is responsible for championing all philanthropic and CSR initiatives of the company. The mission of eClerx Cares is to act as a catalyst for identified programs in education and employability and mobilize our employees around it.

The underlying guidelines of our CSR vision are as follows:

i. Support interventions from adolescence to adulthood (from approx. age 10 to 30), that span multi-year in order to create transformational outcomes. The aim is to provide a life changing trajectory experience for the people we support and hopefully bring them out of poverty.

ii. Choose 'flagship programs' to work with in the vicinity of our office locations, Mumbai, Pune and Chandigarh, so we can provide engagement opportunities for our volunteers which will also help us to create a culture of giving within the company.

iii. Allocate certain budgets for programs recommended to us by our stakeholders including employees, clients, industry bodies, and government departments, in order to develop stronger associations with them.

Overview of projects or programs

eClerx Cares currently works with the following NGOs that have been approved by the Board for direct funding. Details of these NGOs and the projects are as below:

Flagship Projects

1. Social Action for Manpower Creation (SAMPARC): eClerx supports a holistic tribal development project in 70 villages of Mulshi, a sub-district in Lonavala region through various interventions. More than 4,000 individuals were directly impacted though various activities like livelihood support for tribal people, school and hostel facilities for tribal and orphan students, higher education support for the senior children of the shelter home, vocational training for school dropouts and assistance with legal documents enabling government scheme benefits.

   COVID-19 necessitated a pivot in the way projects were being executed by SAMPARC. As physical interaction with beneficiaries was still not possible due to the second and third waves, SAMPARC continued with digitization to ensure uninterrupted delivery of educational programs and training for students enrolled in its vocational courses. Training was specifically provided to all facilitators and team members on the nuances of conducting online classes. As children could not attend school during a major part of the year, WhatsApp groups were created by teachers for each grade and class in order to share notes and coursework. A similar approach was adopted by the instructors for delivering curriculums for vocational training courses.

   Children studying under SAMPARC supported projects were completely cut-off from classrooms initially, which was hampering their overall development. To overcome this challenge and any other issues faced by the children, online counselling sessions were conducted to ensure their uninterrupted growth and development. Physical meetings were not possible during a major part of the year due to COVID-19 and as a majority of SAMPARC projects rely on in-person interaction with beneficiaries, confidence building initiatives including continuous communication via WhatsApp and other means were initiated.

At an organizational level, regular virtual meetings were conducted for all members to provide them with access to support and guidance for ensuring optimum project delivery, and measures were adopted to strengthen cohesiveness and collaboration within the SAMPARC ranks.

2. Make a Difference, Cochin: Make A Difference (MAD) works with 60 shelters in 23 cities with a vision that all children and youth in the age of 10 to 28, in need of care and protection, are able to realize long-term outcomes equitable with the middle class. These outcomes are a reasonable quality of life free from exploitation and the ability to cope with life crisis. eClerx currently supports their pioneering, holistic and age-transitional model for such children. Over 200 children are presently being supported by Make a Difference under the eClerx partnership across 6 shelter homes in Mumbai, Pune, and Chandigarh.

   MAD operations continued to be affected due to the second and third waves of COVID -19. Volunteer sourcing, recruitment, training, classes and all sessions were held online. One of the biggest challenges faced by MAD was that shelter homes did not have access to technology to ensure continuity of education, and were not geared for remote learning. To overcome this, 50 digital aids including laptops and tablets were provided to eClerx supported shelter homes in Chandigarh, Mumbai and Pune and continuity of education was ensured.

   Along with children, youth are a critical focus of MAD and ensuring that they find gainful employment is an integral part of the organization's programs. Despite facing several hurdles and a stagnant job market, MAD was able to achieve 95% placement of the youth supported by their programs.

   With volunteers forming an important component of project delivery at MAD, a sharp focus on digitization also enabled the organization to revamp its recruitment process. By leveraging technology, over 8000 volunteers were successfully sourced last year.

3. Jyoti Sarup Kanya Asra Society (JSKAS): JSKAS is a shelter home aiming to help destitute, abandoned and orphaned girls in Chandigarh. eClerx supports the entire educational expense of 140+ girls that are currently residing in JSKAS. In the past, eClerx has also supported the development of a computer lab and construction of a new facility to accommodate more girls.

   Like majority of the students across the country, children supported by JSKAS were not prepared for the abrupt shutdown of schools and colleges in Chandigarh and the subsequent movement to online classes. While there was uncertainty with respect to the continuity of education, the computer lab which was set up by eClerx in the past ensured online classes could be conducted in a seamless and uninterrupted manner.

   One of the critical challenges faced by the students was the discontinuation of after-school supplementary education provided by tuition teachers on account of the nationwide lockdown and the subsequent local restrictions. In this scenario, the senior students of JSKAS doubled up as 'support teachers' to ensure there were no gaps in the learning process of children from the junior grades.

   The management of JSKAS was instrumental in ensuring that despite the uncertainties faced by children, no child was deprived of access to quality education and had a safe and secure environment to stay and learn. One of the greatest achievements of this partnership is that for the first time in the history of JSKAS, two girls successfully completed their LLB degree.

Stakeholder Programs

1. Kaveri Vanita Sevashrama (KVS): eClerx supports the entire educational expense of over 30 orphan children of Kaveri Vanita Sevashrama including school and college fees. Under this partnership, daily provisions and nutritional requirements of the children are also covered. At the outbreak of COVID-19, eClerx supported the digitization initiatives at KVS to ensure uninterrupted education for students who could not attend school on account of the pandemic. The initiative ensured continuity of quality education for these children even this year.

2. Seva Sadan Society: Seva Sadan runs a school for underprivileged children and a shelter home for destitute women and girls in Mumbai. eClerx currently supports over 250 children in their English medium schooling. These children hail from marginalized communities

and are provided quality education at a highly subsidized cost.

For a major part of the year, only online classes were conducted for the pre-primary section all the way till Standard 8 with class attendance close to 100%. To ensure teachers have the necessary skills to successfully conduct classes in the new era of 'remote learning', webinars were conducted to introduce them to effective online teaching methods, pedagogies, tools and best practices of delivering online classes.

3. Aarti Creative School: eClerx supports a bridge training program for over 500 students of poor migrants in the Kadapa town of Andhra Pradesh. A unique and creative approach is used to get these first-generation learners interested in education. Along with providing age-appropriate numeracy and literacy skills, students are taught various arts like music, pottery, yoga, etc., to keep them motivated to learn more. Students are then brought into mainstream education after they complete a year's bridge school.

   For a majority of parents of children studying in Aarti Creative School, smartphones are a luxury and hence conducting only online classes was not a feasible option. To ensure the digital divide is minimized, the staff prepared worksheets which were delivered to the homes of the children to maintain continuity in education. Incentives in the form of nutritional supplements and/or personal hygiene items were also provided with each worksheet. Weekly conference calls were arranged between the teachers and the parents to ensure constant communication for addressing any gaps in learning and to solve any doubts the parents and children may have.

4. Resourceful Education Foundation: Resourceful Education Foundation (REF) aims at providing financial assistance to meritorious students from the economically weaker sections of society so that they become eligible for jobs, improve their standard of living and become assets to our nation. With a sound selection process and fund management strategy, they reach out to bright students from deprived backgrounds and economically weaker sections of society. eClerx supported 30 such bright students with their fees for education who would have otherwise been forced to leave education due to financial constraints.

5. Aatmaja Foundation: Aatmaja Foundation is committed to enable bright young girls from disadvantaged backgrounds to become successful professionals. They strive to be a catalyst by helping young girls grow into confident and empowered professionals with strong values. In addition to providing the financial assistance for higher education, Aatmaja Foundation also organizes skill development programs for competencies such as leadership, perseverance, problem solving, decision making, and creative thinking for undergraduate girls. Online programs on entrepreneurial and interview skills and courses on spoken English are also conducted for both under undergraduate and graduate Aatmaja girls. eClerx supported 38 girls by sponsoring them for higher education along with providing life skills and spoken English classes.

Environmental Initiative

As a responsible corporate citizen, eClerx has included Environment as one of its focus areas and partnered with Sankalptaru Foundation to carry out its environment related initiative last year.

Sankalptaru plants trees in 22 states across India and they have planted over 3 million trees till date. eClerx carried out the tree plantation in partnership with Sankalptaru, under its Rural Livelihood Plantation Model in the rural regions of Pune district. We have planted 2,500 trees under this model and we aim to plant an additional 2,500 trees in the next year.

The Rural Livelihood Plantation Model has been designed to improve the villagers' livelihood and provide a sustainable income for their families. Fruit-bearing and/or medicinal trees are planted as part of the initiative.

The initiative aims at regenerating the barren/degraded land at scale via plantation of endemic species of plants to increase green cover and in due process creating a wide socio-environmental impact including women empowerment, poverty alleviation, biodiversity promotion, community ownership etc.

With the help of technological innovations, each planted tree will be photographed and geotagged, and each tree can then be added to the virtual forest of eClerx along with a unique tree URL. The tree URL will have the image of the planted tree and its geo-coordinates. Sankalptaru will monitor the forest and maintain it for three years and transfer the land parcel back to the community (village)/forest department for upkeep and maintenance in the fourth year.

COVID-19 and eClerx CSR activities

COVID-19 impact on CSR projects

All CSR programs at eClerx were continued to be affected due to the second and third wave of COVID-19. With the continued closure of schools and the resultant disconnect between students and classrooms, there was a need to ensure continuity of education. In such a scenario, our CSR partners ensured that while children could not attend school physically, learning would continue uninterrupted. Creating WhatsApp groups of teachers and students to ensure continuity of learning, creation of educational worksheets which teachers and community members hand delivered to students and an enhanced thrust on digitization of curriculums and deployment of digital education were some of the key measures undertaken by our CSR partners and supported by eClerx.

eClerx has stood steadfast by our partners via our continued support during such uncertain and difficult times and ensured they had access to eClerx CSR resources in every way possible to ensure project continuity.

COVID-19 response for communities

The COVID-19 pandemic has had a far-reaching impact on society. Since its onset, India has witnessed an alarming rise in the number of COVID-19 cases, with the second wave proving to be more brutal than the first. Lack of access to quality healthcare, challenges of food security and increasing unemployment were some of the critical challenges faced by communities at large. To ensure we were able to respond adequately and in a structured manner, eClerx partnered with United Way of Mumbai and Americares India for immediate relief measures.

Due to the exponential increase in the number of patients affected by COVID-19, hospitals were overwhelmed, resulting in the increased need for protective and sanitization equipment. With country-wide shortages and an increasing number of substandard equipment doing the rounds in markets, it was essential that the equipment provided was in compliance with quality standards. eClerx, with contributions from its employees, ensured safety of healthcare workers by providing safety and sanitization kits to the healthcare workers of five hospitals in Mumbai, Pune and Chandigarh through United Way of Mumbai.

Maharashtra was the worst affected state in India with highest confirmed cases and subsequent deaths. It was the need of the hour to support the hospitals so that the healthcare workers were equipped to tackle the second wave of COVID-19 effectively. The requirement for equipment, manpower and resources to tackle the pandemic of this magnitude needed a participatory and collaborative approach. The government had appealed to the private sector and the society at large to come forth and support the COVID-19 response measures. In this regard, eClerx partnered with Americares India for COVID-19 Emergency Response Interventions. eClerx donated intensive care life support O2 Concentrators for critical COVID-19 patients. A total of 31 such O2 Concentrators at Rs. 10L each were donated to 10 government hospitals across Maharashtra.

Employee Engagement

While the eClerx Cares Committee monitors the project funding for different implementing agencies, the eClerx Cares Council, consisting of employee volunteers at each location, champions our employee engagement initiatives.

Virtual Volunteering Initiatives

On account of the COVID-19 pandemic, volunteering activities were moved to the virtual space. Despite the challenges of adopting a new medium of engagement, eClerx volunteers wholeheartedly contributed their time towards multiple initiatives. Over 330 employees contributed nearly 4120 volunteer hours over the course of the year. In partnership with ConnectFor, eClerx volunteers supported a plethora of initiatives including Creating Virtual Teaching Content, Story Telling, Creating eBooks etc.

Employees participated in our Annual Impact League where they could raise ₹10 for every kilometre they walked or ran. Not only did this initiative help them volunteer for a cause, it also built a habit of walking/running, leading to a healthier lifestyle.

Payroll Giving

This year, more than 760 employees contributed a part of their salaries towards payroll giving. eClerx, as a responsible corporate citizen, matched contributions made by each employee.

We have an existing tie up with Nanhi Kali, which is a program to promote girl child education managed by K.C. Mahindra Education Trust. We currently sponsor the education of over 400 girl children across 125 schools through employee and eClerx's matching contribution.

With the environment becoming so crucial in and around our locations, we have taken a conscious step to do something about it. Sanklaptaru Foundation, the environment partner of eClerx provides a platform for the employees to reduce the carbon footprint from the comfort of their homes by contributing to nature. Every plant that is planted is geotagged though an inbuilt app where latitude and longitude of the tree is captured in the database, generating a tree URL. The tree link contains an actual photo of the plantation, its google location and beneficiary's details, which then shared with each contributor. With this initiative, over 2,900 saplings were planted in the whole year with the contribution of employees and matching contribution by eClerx. This is in addition to 2,500 saplings that were planted as part of the Rural Livelihood Plantation Model.

2. Composition of CSR Committee:

Sr. No	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Ms. Deepa Kapoor	Chairperson (Independent Director)	4	4
2	Mr. Anish Ghoshal	Member (Independent Director)	4	3
3	Mr. Biren Gabhawala	Member (Independent Director)	4	4
4	Mr. P D Mundhra	Member (Executive Director)	4	4

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:
https://eclerx.com/investor-relations/corporate-governance/

4. Details of impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable:
Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:
Not Applicable

6. Average net profit of the company as per section 135(5):
Rs. 2,640.50 million

7. (a) Two percent of average net profit of the company as per Section 135(5):

   Rs. 52.81 million

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

   Nil

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

   Nil

   (d) Total CSR obligation for the financial year (7a+7b-7c):

   Rs. 52.81 million

8. (a) CSR amount spent or unspent for the financial year:

   Nil

   (b) Details of CSR amount spent against ongoing projects for the financial year:

   Nil

   (c) Details of CSR amount spent against other than ongoing projects for the financial year:

   Nil

   (d) Amount spent in Administrative Overheads:

   Rs. 2.15 million

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

   Not Applicable

   (f) Total amount spent for the Financial Year (8b+8c+8d+8e):

   Rs. 52.83 million

   (g) 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)	52.81
II.	Total amount spent for the Financial Year	52.83
III.	Excess amount spent for the financial year [(ii)-(i)]	0.02
IV.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	0
V.	Amount available for set off in succeeding financial years [(iii)-(iv)]	0

9. (a) Details of Unspent CSR amount for the preceding three financial years:

   None

   (b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

   No project qualifies as ongoing project in the preceding Financial Year, hence not applicable

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details).

   (a) Date of creation or acquisition of the capital asset(s): Not Applicable
   (b) Amount of CSR spent for creation or acquisition of capital asset: Not Applicable
   (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: Not Applicable
   (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): Not Applicable

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

   Not Applicable

PD Mundhra
Executive Director
Place: Mumbai
Date: August 9, 2022

Deepa Kapoor
Chairperson of CSR Committee
Place: Mumbai
Date: August 9, 2022

Annexure to point 8(c) of Annual Report on CSR activities

Sr. No.	Name of the project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)#	Location of the Project		Amount spent for the project (in Rs. Million)	Mode of Implementation Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration No.
1	Tribal development program focusing on education, livelihood generation and vocational training	ii & iii	Yes	Maharashtra	Pune	17.25	No	Social Action for Manpower Creation-SAMPARC	CSR00003752
2	Educational support for the most vulnerable children in 6 child care institutions (CCI) across Mumbai, Pune and Chandigarh	ii	Yes	Maharashtra Chandigarh	Mumbai / Pune Chandigarh	12.00	No	Make a Difference Cochin	CSR00001472
3	Providing educational, health and supporting hostel facilities for orphan girl children in Chandigarh	ii & iii	Yes	Chandigarh	Chandigarh	3.00	No	Jyoti Sarup Kanya Asra Society	CSR00005877
4	Educational support for children from lower-income group studying in the English Medium School in Mumbai	ii	Yes	Maharashtra	Mumbai	3.00	No	Seva Sadan Society	CSR00003387
5	Educational, health and support towards hostel facilities for orphan children in rural Bengaluru	ii & iii	No	Karnataka	Bengaluru Rural	3.07	No	Kaveri Vanita Sevashrama	CSR00005898
6	Educational scholarship for the girl children in Pune	ii	Yes	Maharashtra	Pune	1.00	No	Aatmaja Foundation	CSR00006339
7	COVID 19 Initiative	i & xii	Yes	Maharashtra Chandigarh	Mumbai / Pune Chandigarh	3.07	No	United Way of Mumbai	CSR00000762
8	Community Tree Plantation Programme	iv	Yes	Maharashtra	Pune	1.53	No	SankalpTaru Foundation	CSR00000590
9	Educational scholarship for students in Pune	ii	Yes	Maharashtra	Pune	0.50	No	Resourceful Education Foundation	CSR00004174
10	Connect 4- Promoting education	ii	Yes	Maharashtra	Mumbai / Pune	0.44	No	Rosy Blue Foundation	CSR00001342
11	COVID 19 Initiative	i & xii	No	Maharashtra	Kolhapur, Amravati, Raigad, Nasik, Thane, Akola, Buldhana, Yavatmal & Washim	3.30	No	Americares India	CSR00000791
12	COVID 19 Initiative	i & xii	Yes	Maharashtra, Chandigarh	Mumbai / Pune/ Chandigarh	0.47	No	United Way of Mumbai	CSR00000762
13	Educational support for underprivileged girl children	ii	No	Maharashtra Punjab Uttar Pradesh	Mumbai / Nashik / Pune Moga Prayagraj	1.12	No	K C Mahindra Education Trust	CSR00000511
14	COVID 19 Initiative	i & xii	Yes	Maharashtra, Chandigarh	Mumbai/ Pune/ Chandigarh	0.59	No	United way of India	CSR00002748
15	Rural Livelihood Model + Virtual Tree Plantation	iv	Yes	Maharashtra, Chandigarh	Pune/ Chandigarh	0.34	No	Sankalptaru	CSR00000590

#CSR projects run exclusively in Mumbai, Pune and Chandigarh are being considered as run in 'Local Areas'

TOTAL	50.68
ADMIN EXP	2.15
TOTAL CSR EXP	52.83

BUSINESS RESPONSIBILITY REPORT

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

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

Sr. No.	Particulars			
1	Corporate Identity Number (CIN)	L72200MH2000PLC125319		
2	Name of the Company	eClerx Services Limited		
3	Registered address	Sonawala Building, 1st Floor, 29 Bank Street, Fort, Mumbai – 400 023, Maharashtra, India		
4	Website	www.eClerx.com		
5	Email id	investor@eClerx.com		
6	Financial Year reported	April to March		
7	Sector(s) that the Company is engaged in (industrial activity code-wise)	Product Description	NIC Code Group	NIC Code Class
		Information Technology Enabled Services	631	6311
8	List three key products/services that the Company manufactures/provides (as in balance sheet)	Information Technology Enabled Services		
9	Total number of locations where business activity is undertaken by the Company	Please refer "Our Locations" section in the Annual Report		
	a. Number of International Locations (Provide details of major 5)			
	b. Number of National Locations			
10	Markets served by the Company – Local/State/ National/International	International and National		

SECTION B: FINANCIAL DETAILS OF THE COMPANY

(Rupees in million)

Sr. No.	Particulars	2021-22	2020-21
1	Paid up Capital (Rs.)	338.26	340.06*
2	Total Turnover (Rs.)	15,718.60	12,303.62*
3	Total profit after taxes (Rs.)	3,548.96	2,387.91*
4	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	2.00	2.00
5	List of activities in which expenditure in 4 above has been incurred:-		
	a) Education and Employability	41.37	48.63
	b) Disaster Relief	7.43	6.65
	c) Environment	1.87	-

*Restated (Refer note no. 39 of the Standalone financials)

SECTION C: OTHER DETAILS

Sr. No.	Particulars	
1	Does the Company have any Subsidiary Company/ Companies?	Yes, the Company has 16 Subsidiaries. Brief details of these Subsidiaries are available under Form AOC-1 which is an Annexure to the Directors Report.
2	Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)	Four of the subsidiary companies contribute towards business responsibility causes.
3	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]	No, the Company has not mandated any vendors, suppliers, business partners, etc. to participate in the BR initiatives of the Company. However, they are encouraged to adopt BR Initiatives and follow the concept of being responsible business entities.

SECTION D: BR INFORMATION

1. Details of Director/Directors responsible for BR:

(a) Details of the Director/Directors responsible for implementation of the BR policy/policies

Sr. No.	Particulars	
1	DIN	00281165
2	Name	PD Mundhra
3	Designation	Executive Director

(b) Details of the BR head

Sr. No.	Particulars		
1	DIN (if applicable)	DIN: 00281165	PAN: ABHPS1402J
2	Name	PD Mundhra	Srinivasan Nadadhur
3	Designation	Executive Director	Chief Financial Officer
4	Telephone number	022 6614 8301	022 6614 8301
5	E-mail id	investor@eclerx.com	investor@eclerx.com

2. Principle-wise (as per NVGs) BR Policy/policies

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs) released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility. These briefly are as follows:

Sr. No.	Particulars
P1	Business should conduct and govern themselves with Ethics, Transparency and Accountability
P2	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle
P3	Businesses should promote the wellbeing of all employees
P4	Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized

P5	Businesses should respect and promote human rights
P6	Business should respect, protect, and make efforts to restore the environment
P7	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner
P8	Businesses should support inclusive growth and equitable development
P9	Businesses should engage with and provide value to their customers and consumers in a responsible manner

(a) Details of compliance (Reply in Yes=Y/No=N)

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy/policies for:	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national/ international standards? If yes, specify? (50 words)	Y	Y	Y	Y	Y	Y	Y	Y	Y
		Wherever applicable, policy conforms to relevant national / international standards.								
4	Has the policy being approved by the Board? If yes, has it been signed by MD/ owner/CEO/appropriate Board Director?	Y	NA	Y	Y	Y	NA	Y	Y	NA
		Wherever mandated by the applicable laws, rules and regulations, the policies have been approved by the Board and signed by the Executive Director.								
5	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	NA	Y	Y	Y
		The policies of the Company strengthen the internal Governance Structures on compliance and beyond compliance efforts. The implementation of the policy is being overseen by the Committee/Director/Official, wherever mandated by the applicable laws, rules and regulations, in force.								
6	Indicate the link for the policy to be viewed online?	Refer the links given in the table below.								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
		Wherever applicable, policy has been formally communicated to all relevant internal and external stakeholders.								
8	Does the company have in-house structure to implement the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/policies?*	Y	Y	Y	Y	Y	Y	Y	Y	Y
10	Has the Company carried out independent audit/evaluation of the working of this policy by an internal or external agency?	Y	Y	Y	Y	Y	Y	Y	Y	Y

* **The Whistle Blower Policy is applicable to all stakeholders and takes care of grievance redressal from inside and outside the organization.**

Sr. No.	Name of the policy(ies)	Website Link
P1	Whistle Blower Policy and Vigil Mechanism	https://eclerx.com/wp-content/uploads/2019/04/Whistle-Blower-Policy-01.04.2019.pdf
	Code of Conduct for Board of Directors and Senior Managerial Personnel	https://eclerx.com/wp-content/uploads/2019/09/Code-of-Conduct.pdf
	Policy for determining material events or information and its disclosures	https://eclerx.com/wp-content/uploads/2022/03/Policy-for-Determining-Material-Events-or-Information-and-its-disclosure.pdf
	Anti-Bribery & Anti-Corruption Policy	https://eclerx.com/wp-content/uploads/2019/09/Anti-Bribery-Anti-Corruption-Policy.pdf
P2	Information Security Policy	Available on the Intranet
P3	Whistle Blower Policy and Vigil Mechanism	https://eclerx.com/wp-content/uploads/2019/04/Whistle-Blower-Policy-01.04.2019.pdf
	Environment, Health & Safety Manual	Available on the Intranet
	HR Policies	
P4	Whistle Blower Policy and Vigil Mechanism	https://eclerx.com/wp-content/uploads/2019/04/Whistle-Blower-Policy-01.04.2019.pdf
	Code of Conduct for Board of Directors and Senior Managerial Personnel	https://eclerx.com/wp-content/uploads/2019/09/Code-of-Conduct.pdf
	Anti-Bribery & Anti-Corruption Policy	https://eclerx.com/wp-content/uploads/2019/09/Anti-Bribery-Anti-Corruption-Policy.pdf
P5	Environment, Health & Safety Manual	Available on the Intranet
	Code of Conduct for Board of Directors and Senior Managerial Personnel	https://eclerx.com/wp-content/uploads/2019/09/Code-of-Conduct.pdf
P6	Environment, Health & Safety Manual	Available on the Intranet
P7	Whistle Blower Policy and Vigil Mechanism	https://eclerx.com/wp-content/uploads/2019/04/Whistle-Blower-Policy-01.04.2019.pdf
	Code of Conduct for Board of Directors and Senior Managerial Personnel	https://eclerx.com/wp-content/uploads/2019/09/Code-of-Conduct.pdf
	Corporate Social Responsibility Policy	https://eclerx.com/wp-content/uploads/2021/06/CSRPolicy10062021_KM.pdf
	Anti-Bribery & Anti-Corruption Policy	https://eclerx.com/wp-content/uploads/2019/09/Anti-Bribery-Anti-Corruption-Policy.pdf
P8	HR Employee Handbook	Available on the Intranet
	Whistle Blower Policy and Vigil Mechanism	https://eclerx.com/wp-content/uploads/2019/04/Whistle-Blower-Policy-01.04.2019.pdf
	Code of Conduct for Board of Directors	https://eclerx.com/wp-content/uploads/2019/09/Code-of-Conduct.pdf
	Corporate Social Responsibility Policy	https://eclerx.com/wp-content/uploads/2021/06/CSRPolicy10062021_KM.pdf
	Anti-Bribery & Anti-Corruption Policy	https://eclerx.com/wp-content/uploads/2019/09/Anti-Bribery-Anti-Corruption-Policy.pdf
P9	Information Security Policies and Data Privacy policies	Available on the Intranet

(b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options): Not Applicable

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	The company has not understood the Principles	Not Applicable								
2	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3	The company does not have financial or manpower resources available for the task									
4	It is planned to be done within next 6 months									
5	It is planned to be done within the next 1 year									
6	Any other reason (please specify)									

3. Governance related to BR

Sr. No.	Particulars	
(a)	Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year	The Board of Directors reviews the BR performance through the Business Responsibility Report annually.
(b)	Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?	BR Report is being published annually as a part of the Annual report and available on the website of the Company i.e. www.eclerx.com. A separate Sustainability report for FY2022 will also be made available on the website of the Company.

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1: Business should conduct and govern themselves with Ethics, Transparency and Accountability

Sr. No.	Particulars	
1	Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs / Others?	• The Code of Conduct is applicable to our Board of Directors and employees of the Company including employees of subsidiaries and associate companies. It covers a wide range of business practices and procedures and serves as a guide to ethical decision-making and behaviors expected out of all employees of the Company, its subsidiaries and associates. The scope of the Code is extended to such persons as Board of Directors may deem fit. • The Code of Conduct, Whistle Blower Policy, Vigil Mechanism and Anti-Bribery Anti-Corruption Policy covers and extends to subsidiaries, Vendors, Suppliers, Contractors, NGOs and Others.

2	How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.	• All the notices that were received from the government authorities have been disclosed, as applicable. • All the investor complaints that were received during the year have been disclosed in Section I(C) of the Corporate Governance Report. • The Company received 2 complaints under the Sexual harassment, out of which no complaint was pending at the end of the financial year. • The Company received 1 whistle blower complaint with respect to violation of eClerx Code of Conduct which was resolved to the satisfaction of relevant stakeholders. • There were no other significant complaints pending against the Company from any other stakeholders.

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

Sr. No.	Particulars	
1	List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.	• Asset Recovery Services: Company provides an environment friendly, safe and secure way to dispose off computer equipments. There are four key features to this: (1) Scheduling, (2) Pick-Up, (3) Processing and (4) Reporting, wherein Company supports on check processing for a customer. • DocIntel, our document risk review platform works on scanned images of documents to extract details that are to be validated by our clients. This platform reduces the necessity of printing legal documents for a thorough validation against system by users (as they are used to marking progress on paper documents). • Avoidable Truck Roll: Company is among pioneers of this process wherein it helps minimise the Client representatives' visit of truck loads to customers' place hence saving in terms of carbon emission and fuel. • Fleetstar, our product for Employee Transportation management, incorporates optimization algorithms that reduce the number of vehicles and trips that have to be used to serve the employees, while considering the constraints of employee travel time and employee safety. This reduces fuel usage and environmental impact due to longer running of vehicles. Fleetstar incorporates employee safety features, especially for women employees - including SOS alerts, IVR based drop confirmation calls, vehicle routing such that a woman employee is not the last passenger to be dropped.
2	For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional): (a) Reduction during sourcing/production/distribution achieved since the previous year throughout the value chain? (b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?	Since, the Company operates in ITES, no products are offered as such.

3	Does the company have procedures in place for sustainable sourcing (including transportation) (a) If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.	• The Company uses GPS enabled mobile app technology, to optimize the route for employee transportation vehicles. • The Company has moved from conventional lighting to LED which is more energy efficient. • Similar process is followed in UPS Room as well, in order to enhance energy efficiency. • Thin-Clients used across facilities help in achieving energy efficiency. • Managed Print Services with the help of Access Card helps in reducing paper wastage/ink etc. • Cold aisle containment has been implemented in Pune and Mumbai data centers to achieve better cooling efficiency which reduces the electricity consumption greatly.
4	Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? (a) If yes, what steps have been taken to improve their capacity and capability of local and small vendors?	• The House-keeping/Security are locally sourced in all facilities. • Vendor Invoice Management System has been launched for vendors. The said process helps in digitizing small vendors wherein they can submit the invoices from their offices. Regular training is also provided to these Vendors.
5	Does the Company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.	• The Environment, Health and Safety Policy guides Company's efforts on optimum and responsible use of resources, recycling, reuse.

Principle 3: Businesses should promote the wellbeing of all employees

Sr. No.	Particulars	
1	Please indicate the Total number of employees	Global Headcount is more than 14,000
2	Please indicate the Total number of employees hired on temporary/contractual/ casual basis	
3	Please indicate the Number of permanent women employees	More than 5,000
4	Please indicate the Number of permanent employees with disabilities	14
5	Do you have an employee association that is recognized by management?	Company does not have an employee association.

6	What percentage of your permanent employees are members of this recognized employee association?	Not Applicable		
7	Please indicate the number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.	**Category**	**No. of complaints filed during the financial year**	**No. of complaints pending as on end of the financial year**
		Child labour/forced labour/ involuntary labour	0	0
		Sexual harassment	2*	0
		Discriminatory employment	0	0

*During FY2022, 2 cases of Sexual harassment were reported; both cases were addressed satisfactorily within the defined timelines. In 1 case, respondent was found to be guilty and appropriate actions were taken. The 2nd case was closed as Unsubstantiated / Inconclusive.

8	What percentage of your under mentioned employees were given safety & skill upgradation training in the last year?	Of the 30% of the employees who are currently working from office have been a part of periodic fire drill and also a detailed training was imparted to all Crisis Warden across all locations.

Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized

Sr. No.	Particulars	
1	Has the Company mapped its internal and external stakeholders? Yes/No	Yes
2	Out of the above, has the Company identified the disadvantaged, vulnerable & marginalized stakeholders?	
3	Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders? If so, provide details thereof, in about 50 words or so.	• Company continues to earmark a corpus every year for CSR activities, by supporting initiatives in education and employability to help improve the lives of underprivileged. • Out of approx. 473 vendors, 73 are MSME vendors. • The majority of Board of Directors, comprises of independent directors, which helps in safeguarding interests of minority shareholders.

Principle 5: Businesses should respect and promote human rights

Sr. No.	Particulars	
1	Does the policy of the company on human rights cover only the company or extend to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs/ Others?	The Company has implemented policies that cover various aspects of human rights specific to its employees as well as redressal mechanism and has included such policies' references for adherence in its agreement with vendors / suppliers / contractors.
2	How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?	The Company has not received any complaint regarding violation of human rights.

Principle 6: Business should respect, protect, and make efforts to restore the environment

Sr. No.	Particulars	
1	Does the policy related to Principle 6 cover only the Company or extends to the Group/Joint Ventures/Suppliers/ Contractors/NGOs/others	• The policy extends to Suppliers/Contractors/NGO's/others. • The Company has taken initiatives under Sustainable Procurement to assess the level of awareness /commitment to, and support of green, local businesses by its Suppliers and Contractors. • Compliance certification obtained from select /key Suppliers.
2	Does the Company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc.? Y/N. If yes, please give hyperlink for webpage etc.	• Water conservation through sensor taps. • Installation of aerators to further reduce water consumption. • Use of glass bottles in place of plastic bottles. • Minimal use of paper & plastics. • Printers with document select option to avoid unnecessary prints. • Communication channels like poster, videos on awareness of environment and safety. • E-waste is collected, stored and disposed as per guidelines. It is collected by the registered recyclers of e-waste. • Segregation of dry & wet waste. Solid waste like food waste, is systematically processed and utilized within the premises with the objective of zero waste to landfill. Food waste is converted to manure through vermin composting used for landscaping. Our waste output does not affect any habitats or water bodies. • Energy efficient UPS systems gives 96% to 99% power efficiency at all times due to advance power saving technology. • Floor & Data center temperature set points raised by 1 degree over last year's temprature to save overall energy consumption. **Reduction in GHG emission out of employee transportation** • 50% of the distance travelled by company organized employee transportation has been operating on CNG based vehicles which has significantly reduced GHG emission. At one of our location (Personiv -Gurugram), 100% CNG vehicles are deployed for employee transportation. • Grouping of large vehicle transport facility to reduce carbon footprint. • Deployment of smart scheduling app to reduce stopover and optimization of miles travelled by employee transport vehicles. • Encourage employees to use Microsoft Teams, video conferencing to conduct virtual business meetings. **Water** • Awareness programs via digital mediums on water savings. • Non-drinking waste water recycled: eClerx ensures 100% STP water recycled is reused for flushing and horticulture, thus reducing freshwater withdrawals. • Various campaigns and promotions are being conducted to encourage water conservation. • Various water conservation measures such as installation of water meters, installation of aerators in rest room taps have been initiated. • Use of bio-blocks which assist in water conservation since an eco and no-water product etc. • Installation of foam dispensers which facilitate water conservation. • Non drinking water consumption per employee/day – 2.63 litres for FY 22. • Installation of dishwashers (saves 40% water).

3	Does the Company identify and assess potential environmental risks? Y/N	Yes, the Company identifies and assesses potential environmental risks and as our contribution to the environment, elaborated below are the initiatives taken by the Company: • Water conservation through sensor taps. • Minimal use of paper & plastics. • Segregation of dry & wet garbage. • Wet garbage collected by landlord to convert it in manure. • Energy efficient UPS systems gives 96% to 99% power efficiency at all times due to advance power saving technology. • For UPS system, selection of Li-Ion batteries over Lead acid batteries which are having more usable life & less hazardous. **No Plastic** There are numerous reasons to limit/restrict use of plastic which creates/can lead to environmental disturbances. Hence the organization ensures there is minimal use of one time plastic and promote recyclable plastic materials in its daily office operations and in areas such cafeteria/garbage disposal/washrooms etc. **Paper** • 100% of recyclable paper employed for office operations. • Existing stationery products have been now replaced with Eco friendly products. • Promoting a paperless work environment to reduce consumption of paper.
4	Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?	Yes, detailed below; **Project 1** 3500 tree plantation – we have started a payroll giving program for our employees where our employees could sponsor the tree plantation program managed by our partner – Sankalptaru. 300+ employees have sponsored plantation of 1750 saplings which has been equally matched by eClerx as a responsible corporate. **Project 2** Community tree plantation project in rural Pune with our tree plantation partner – Sankalptaru. We have managed to get a permission to use 3 acres of land in a hilltop of a village, approved by the Gram Panchayat for a 3 year project and the entire village population of 2500+ will be benefitted from the produce of these fruit trees. **Project 3** 1.5Kw Solar geyser for a partner NGO – Kaveri Vanitha Sevashrama in rural Bangalore. This setup will help 40 children in an orphanage on their daily requirement and the RoI is expected in 4-5 years. **Project 4** ~19 KWp Solar panel instalments for our partner NGO – Samparc in Lonavala. Their campus serves 850 people on daily basis and it is a latest net metering installation which will also not have any problem of battery replacement over the years. The RoI is expected in 6-7 years.
5	Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc.? Y/N. If yes, please give hyperlink for web page etc.	All eClerx premises in India are rental premises & considering this, it might be difficult to do any plant installation for generating renewable energy, however all the Premises landlord having solar plant installation or tie-up with renewable energy suppliers. **EV Charging Station** Office campus of one of our facilities is now equipped with **"HIGH SPEED UNIVERSAL ELECTRIC VEHICLE CHARGING STATION"** to encourage Zero Emission.

		Installation of similar charging stations at other office facilities are in talks with respective authorities.
		Renewable Energy • Currently 18% of the overall energy purchased is sourced from renewable sector. • Discussion with respective authorities on installation of solar panels have been initiated.
6	Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/ SPCB for the financial year being reported?	Yes, the emission generated by company provided transport is within permissible limit. Dry waste generated is discarded by the building management team. Also the food waste generated is being recycled and converted to compost through an in-house built up plant and used for landscaping/horticulture. Company is also compliant with e-Waste recycle reporting to CPCB.
7	Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year	No such notices are received as on end of financial year.

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

Sr. No.	Particulars	
1	Is your Company a member of any trade and chamber or association? If Yes, name only those major ones that your business deals with:	The Company is member of NASSCOM.
2	Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)	We do not directly lobby for such purpose. We communicate our issues through Industry body NASSCOM, which takes up the matters common to our industry with relevant stakeholders.

Principle 8: Businesses should support inclusive growth and equitable development

Sr. No.	Particulars	
1	Does the company have specified programmes /initiatives /projects in pursuit of the policy related to Principle 8? If yes details thereof	• Industry experts/stalwarts from specialised practice areas are invited for guest talks. • Tie-up with two global eLearning providers to upskill employees on business, technology and creative skills. • Internal job transfers enables the Company to systematically identify, assess and develop talent towards readiness for specific future needs. • Select senior managers are nominated for India's top rated post graduate analytics program. • Internal publications share insights gained from existing processes by applying analytics to deliver actionable insights.

2	Are the programmes/ projects undertaken through in-house team/ own foundation/ external NGO/ government structures/ any other organization?	Programmes/projects on inclusive growth and equitable development are executed internally (in-house) via eClerx Cares Team as well as externally with the help of NGOs (implementing agencies) which have been listed in the Corporate Social Responsibility section in the Annual Report.
3	Have you done any impact assessment of your initiative?	• Assessment of our current portfolio has been done internally. • NGOs are required to submit an impact analysis report and a report on funds utilisation with the Company. • CSR Committee and the Board of Directors review all initiatives taken by the Company on periodic basis.
4	What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken?	The total CSR spend for FY2022 was INR 52.83 Million and the details of projects undertaken by the Company has been detailed in the Directors' Report which forms part of the Annual Report.
5	Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.	All the initiatives under CSR are taken up with the intent of delivering quantifiable long-term benefits, instead of ad-hoc activities and interventions. The continued monitoring and enhancement of the efforts aims at encouraging and increasing support from the local communities to help us achieving the intended purpose(s). In addition, participation by eClerx Cares team, volunteers and an impact assessment process ensures successful adoption by communities.

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

Sr. No.	Particulars	
1	What percentage of customer complaints/ consumer cases are pending as on the end of financial year?	None received during the year under review.
2	Does the company display product information on the product label, over and above what is mandated as per local laws? Yes / No / N.A. / Remarks (additional information)	NA
3	Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behavior during the last five years and pending as on end of financial year? If so, provide details thereof, in about 50 words or so.	No
4	Did your company carry out any consumer survey/ consumer satisfaction trends?	Customer satisfaction surveys are carried out on periodic basis.

MANAGEMENT DISCUSSION AND ANALYSIS

I. INDUSTRY OVERVIEW

As per NASSCOM, FY2022 was a tipping point for the IT industry – the year in which the industry crossed $200 Bn in total revenue and 5 Mn in total workforce. BPM sector logged $44 billion with a growth rate of 15.5 per cent which is the highest-ever since 2011. Owing to massive E-commerce growth of 39 per cent, Digital revenue share stood at 30-32 per cent, recording an incremental revenue of $13 billion.

Industry moved beyond piecemeal application of technology to digital adoption at scale through an integrated digital capacity platform approach, enabling seamless flow of data, analytics and artificial intelligence. Continued gains are expected in the coming year as 70% of end-user companies aim to significantly increase their digital investments in 2022, as per Enterprise CXO Survey 2022.

II. BUSINESS PERFORMANCE

Financial Markets

The impact of the 'Great Resignation' continued to create significant opportunity through FY2022 as our business model provided both resiliency and diversification for our clients. Technology, in the form of automation and analytics, created opportunities for new client acquisition by creating pathways to greater efficiency, resource reduction, and increased control. Business growth thrived in this environment with broad growth across core clients, mid-size clients, and new client acquisitions. Partnerships continued to be a focus as we further embedded ourselves in the Fintech ecosystem, creating more value for our clients. The sales team added several new high-quality clients to our stable of core BPO work – these clients notably expand our base for expansion in the coming years. We also saw considerable growth in some of our mid-size clients as they found our model and ability to deploy technology as critical factors for shifting further work towards eClerx. Onshore team growth continued to expand as our core clients increased their use of our onshore consulting teams, specifically in our key areas of high domain competence.

Digital

Our Digital clients prioritized their direct-to-customer/ business (D2C / D2B) channels as customer behaviors have normalized to these buying behaviors. The retail and fashion industry sectors were high growth areas in this fiscal year and drove increased demand in campaign operations, web and digital analytics service lines. Business-to-business client demand was strong as the industrial B2B sector over-invested in their direct channels and in improving product data and customer experience. Clients continued to consolidate their marketing technology investments in leading platforms and that was reflected in our targeted service line development and platform partnerships. Overall, the key industry tailwinds provided strong growth for the Digital division.

Customer Operations

FY2022 saw an increased demand for outsourced staffing as labor shortages impacted both prospective and existing clients. Evolving technologies and sophisticated processes have provided more global client acceptance of work at home options in all geos and has led to the digital transformation of contact centers. We were able to take advantage of this new normal and grew strongly within our existing client base while delivering strong results. Amongst stiff competition our team was recognized by a key client in winning Partner of the Year and Most Innovative Partner; this showcases our value as a firm and underscores the fact that the forward-looking strategies that we deploy resonate deeply with our clients and prospects. In FY2022, we further diversified our industry portfolio and won new clients in the broadband, software, insurance, streaming and personal medical device industries.

Personiv

Personiv continued its consistent growth in its Finance & Accounting, Back Office and Creative Services portfolio with double-digit revenue growth year-over-year. Our focused Sales & Marketing initiatives resulted in the addition of 31 new logos through the year across multiple industries, including Private Equity, Manufacturing, Professional Services, Retail, Logistics and Software. Personiv's collaboration with eClerx business units resulted in partnerships with existing Fortune 500 and new mid-market clients. Personiv's value-added services in Back Office and Customer Care portfolios resonated well with these clients.

Technology absorption and Research and Development Centre

Technology is a focus area for us and it is an integral part of our delivery across clients and service lines. The company continues to build on its investments in its large Software team including the R&D centre. The company has developed innovative solutions and products using technologies around Robotics Process Automation (RPA) and Artificial Intelligence & Machine Learning (AIML). The technology team works closely with our clients, onshore team and operations team to identify opportunities for deployment of technology solutions. We have been able to augment value for our clients by including AIML and RPA based technology components in our operations delivery.

In Technology, our footprint of services grew at a rapid pace in the last year. Our domain-specific applications helped us to sell more managed services to our clients and have established us as an automation-led business services provider. Our growth in Technology Services has been led by RPA, smart automation (AI/Machine Learning), consulting and domain specific platform implementations to existing and new clients. We continue to successfully grow our book of work at our core clients including Morgan Stanley, Credit Suisse, HPE, Dell and Comcast and Consulting followed by RPA/ Intelligent Automation continues to be our largest practice by revenue. We had great success with selling services embedding our platforms – notably Compliance Manager, Market360, Fluiid4, DocIntel, Merchandiser+ and Workforce Manager – and an increasing percentage of our engagements moved towards the managed service model. This year also saw a strong demand on Technology from the India captives of our clients and we continue to ramp up the team aggressively to meet those demands. We continue to invest in incubating new technology capabilities and our IPs on automated data management, text analytics, language processing, image matching and virtual assistants gain traction and record new wins.

The Technology team continues to gather global accolades for the products that we build. The notable ones include NASSCOM AI Game Changer Award for AI based KYC Solution, CIO100 India Award for Compliance Manager and Theia, CSO100 Award for Securing the Perimeter and CIO Power List Award 2022 for WFH Technology Enablement. To boost innovation and IP development, the Technology team has signed an MOU with IIT Delhi's Technology Innovation Hub (IHFC) to help drive joint research and development with IIT Delhi in the field of AI, Machine Learning and RPA. The Technology team continues to partner with NASSCOM on various initiatives around Data Science and AI and continues to invest in the NASSCOM AI Assessment portal, which significantly improved our image as a key player in the Data Science and AI community in India.

Infrastructure

The Infrastructure team continues 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 2022, the Company's India facilities had a total capacity of around 10,700 seats. With work from home likely to evolve as a sustainable option for delivery even post pandemic, the company's growth would decouple from seat capacity to a certain extent. The quantum would be determined by client expectations and government policy on delivery through SEZs.

We continue to invest in newer technologies to improve our security posture, which included rollout of EDR (End point Detection and Response), SIEM (Security Incident and Event Management), DLP upgrade (Data Leak Prevention), Citrix, employee productivity and collaboration tools, web proxy and application security tools.

Today, the Company runs a Secure Anywhere Anytime (SAA) model which complies with our MSA commitments and gives employees a flexibility to switch from Work from Office to Work from Home.

Harnessing Talent

As vaccination efforts continued to increase and COVID-19 restrictions began to ease up, we rolled out a series of wellness and safety initiatives for our employees and their families. During the second wave of Covid, we provided oxygen, medicine support and access to free ambulances to our staff. Our free vaccination to 9,000+ employees and their family members on our premise across eClerx and Personiv India entities was very well received.

The firm continued to engage our hybrid workforce with innovative engagement initiatives to support our employees working from office and home. We assisted employees returning to office with favourable relocation policies, safe workplace practices, as we reimagined our future of work, with seamless experiences that drives engagement and productivity.

On the back of these initiatives, we reported our highest employee engagement scores ever, as we stay committed to caring and nurturing our talent. Even as we emerge from the pandemic, we've rolled out higher than average increments and internal promotions this year, to engage and retain our skilled workforce.

On talent acquisition front, we significantly augmented our hiring capability, and onboarded niche talent in large numbers in areas of technology, analytics and domain specialists. We also launched a skills university construct at eClerx to enable upskilling internal talent and providing them lateral career opportunities within the firm.

Our high learner enrolment rate was testimony to the quality of learning opportunities we offered to our people. We partnered with the University of Toronto for a certification program on Robotic Process Automation and had 1500+ employees complete this certification. We partnered with the reputed Birla Institute of Technology and Science (BITS Pilani) for our employees to take up work integrated learning programs via specializations like M.Tech. in Data Science & Engineering, Business Analytics, FinTech and MBA in Consultancy Management.

III. OUTLOOK

Financial Markets

The past year's success has created significant momentum as we kick off the new fiscal year. Our clients continue to turn to us as a trusted partner as they remain under pressure to manage backlogs, volumes and a complex resource environment, all of which should continue to drive significant increases in BPM demand. Onshore delivery, which showed solid growth in FY2022, are expected to show a notable increase again this fiscal year. Our ability to expand laterally in our now broader set of clients should help to drive growth as new pockets of opportunity present themselves in our clients. Our ongoing investments in our solutions team will create additional opportunities as we combine our technical skills and deep domain knowledge to produce new and creative ways to support our clients. As we continue to manage a complex work and resource environment, our ability to keep tight controls on execution will be critical to remaining a trusted partner for our clients.

Digital

The outlook remains strong for digital services as we enter this next fiscal year. Client demand in our retail, fashion and luxury sectors continues and we see marketplace analytics, higher adoption of CGI services, and the early rollouts of Metaverse-related content. In the B2B space, product data enrichment and competitor intelligence analytics are expected to drive demand. Geography wise, we see APAC and the Middle East as outperforming markets and expect low impact from the ongoing Ukrainian conflict. Technology-driven solutions will continue to be a high investment priority as we continue to link into the core industry marketing technology platforms. New client acquisition will revert to historical norms as we see clients open up to new digital agency engagements.

Customer Operations

Continuing on the momentum from last year, the Customer Operations strategy for FY2023 is to continue expanding into new industries and logos while growing and diversifying within our existing client base. This includes offering a complete customer experience through managed-service solutions in emerging technologies [streaming, Over-the-top (OTT), smart homes] and industry verticals of cable & telecom, travel & transportation, retail, and pharmaceutical.

Personiv

Personiv's focused Sales & Marketing efforts coupled with expanding cross-selling opportunities across eClerx divisions are expected to combine for a positive outlook for FY2023. Personiv expects continuing new client growth within its targeted mid-market sector across multiple industries in Finance & Accounting and Digital Services.

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 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 93% of its revenues during FY2022 from US and Western Europe. Challenging business and economic conditions including inflation, supply side challenges and geopolitical risks could impact business of our clients and thus may affect the Company adversely in a number of ways. The Company may witness loss of key projects or customers or a reduction in prices, in turn affecting financial performance.
Concentration risk	The Company derived over 60% of its total revenues during FY2022 from its top ten clients. Though the contribution of top clients has progressively reduced over the years, the concentration risk continues to be high. The Company's profitability and revenues would be significantly affected in case of loss of any of these clients or a significant downsizing or insourcing. Further, any mergers or acquisition of or by any of such large clients could cause change in outsourcing strategy thus limiting our business with those clients.
Currency risk	The Company derived around 80% of its revenues in US Dollars, 11% in Euros, and 9% in Sterling and other currencies. Adverse movements in foreign exchange rates on account of global, regional or local events could have a negative impact on our financial performance.
Competition risk	New competitors may enter the markets the Company operates in. Likewise, current competitors could decide to focus more on these markets, and thereby intensify the competition. They could also offer new disruptive technologies or offer a different service model or offer similar services at reduced prices. Such developments could harm the Company's business and results of operations.
Integration risks	The Company's past or future acquisitions may pose challenges including financial, technological and people integration risks, which if not managed adequately, could result in failure to achieve the strategic and financial objectives of the transaction.
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 and robotics, 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 a disruption in the Company's services, thereby reducing client confidence.
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 the 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. Failure to comply with current and/or new regulations or any cyber-attack could impact company's reputation and financial position.
Breach of data privacy and protection/ Non-compliance to GDPR	Privacy and protection of personal data is an area of increasing concern globally. Legislations like GDPR in Europe carry severe consequences for non-compliance or breach. Any violation or security breach, observed non-compliance or inadequacy of privacy policies and procedures can result in substantive liabilities, penalties and reputational impact.
Risks from Work from home (WFH) scenarios	As at the end of FY2022, about 70% of our total workforce was operating WFH. 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. There could also be frequent power or internet disruptions at home without adequate redundancy, increasing the risk of missing client deliverables and SLAs, which could impact client business decisions vis-à-vis eClerx.

V. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has in place an adequate Internal Controls system which commensurate with the nature of business and size of its operations. The system is designed to adequately ensure that financial and other records are reliable for preparing financial statements and for maintaining accountability of assets. The Company has a robust 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 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'.

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, 2022.

i. RESULTS OF OPERATIONS

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

(Rupees in Million)

Particulars	2021-22	%	2020-21	%
Revenue from Operations	21,603.45	98.87	15,644.91	97.85
Other Income (net)	246.18	1.13	344.54	2.15
Total Revenue	**21,849.63**	**100.00**	**15,989.45**	**100.00**
Employee benefits expense	11,955.37	54.72	8,853.10	55.37
Cost of technical sub-contractors	824.83	3.78	531.02	3.32
Other expenses	2,217.43	10.15	1,780.45	11.14
Total Operating Expenses	**14,997.63**	**68.65**	**11,164.57**	**69.82**
EBITDA	**6,852.00**	**31.36**	**4,824.88**	**30.18**
Finance Costs	215.20	0.98	202.77	1.27
Depreciation and goodwill amortisation	1,031.93	4.72	815.93	5.10
Profit before Tax	**5,604.87**	**25.65**	**3,806.18**	**23.80**
Taxes	1,427.29	6.53	977.97	6.12
Minority Interest	3.57	0.02	2.60	0.02
Net Profit attributable to shareholders	**4,174.01**	**19.10**	**2,825.61**	**17.69**

a. Income

Income from operations

Income from operations increased to Rs. 21,603.45 million in the year under review from Rs. 15,644.91 million in the previous year registering a growth of 38.09%.

Other income

Other income primarily comprises of foreign exchange gains/loss, interest on bank deposits and dividend from debt oriented mutual funds. The total other income decreased to Rs. 246.18 million in the year under review from Rs. 344.54 million in the previous year.

There was a Foreign exchange gain of Rs. 82.82 million due to revaluation and realisation of foreign currency denominated assets and liabilities in the year under review compared to loss of Rs. 88.69 million in the previous year. The gain has been accounted in other Income.

Income from investments decreased to Rs. 134.94 million in the year under review from Rs. 326.10 in the previous year primarily due to lower yields on investments and bank deposits.

b. Expenditure

Operating expenses comprises of employee costs, software product development expenses, cost of technical subcontractors and other general and administrative expenses. The total operating expenses increased to Rs. 14,997.63 million in the year under review from Rs. 11,164.57 million in the previous year.

Employee costs increased to Rs. 11,955.37 million in the year under review from Rs. 8,853.10 million in the previous year, primarily due to increase in head count, annual increment in salaries and higher sales linked incentives.

Other expenses increased to Rs. 2,217.43 million in the year under review from Rs. 1,780.45 million in the previous year. The Increase was primarily due to:

- Increase in travel expenses by Rs. 40.25 million since travel for the previous year was lower due to global pandemic.
- Increase in communication expenses by Rs. 48.40 million.
- Increase in housekeeping, security costs and office related expenses by Rs. 17.11 million, employee conveyance costs by Rs. 5.99 million and business promotion costs by Rs. 120.98 million due to reopening of offices post relaxation of the restrictions on account of global pandemic.
- Legal professional fees increase by Rs. 162.19 million during the year.

c. Depreciation

Depreciation charge has increased to Rs. 1,031.93 million in the year under review from Rs. 815.93 million. The depreciation on right-of-use asset increased to Rs. 383.94 million from Rs. 331.33 million and on tangible and intangible assets increased to Rs. 647.99 million from Rs. 484.60 million in previous year primarily due to higher capital investment in work from home computer equipment.

d. Finance cost

Finance cost primarily on ROU assets has increased marginally to Rs. 215.20 million in the year from Rs. 202.77 million in the previous year.

e. Income Tax Expense

The Company's consolidated tax expense (including deferred taxes) increased to Rs. 1,427.29 million in the year under review from Rs. 977.97 million in the previous year due to higher profit before taxes.

ii. FINANCIAL CONDITION

a. Share Capital

The Company has authorised capital of Rs. 500.10 million as on March 31, 2022. The issued, subscribed and paid up capital was Rs. 330.98 million of equity shares of Rs. 10 each in the year under review as compared to Rs. 340.06 million in the previous year. The change in paid up capital was primarily due to buyback of shares and sale/ purchase of shares by eClerx Employee Welfare Trust.

b. Other Equity

The reserves and surplus of the Company increased to Rs. 15,344.94 million in the year under review from Rs. 14,668.13 million in the previous year. Increase in other equity is primarily on account of:

- Addition of retained earnings and other comprehensive income by Rs. 4,161.63 million in the year under review.
- Decrease of Rs. 76.10 million in hedging reserve on account of negative movement in cash-flow hedges.
- Increase in foreign currency translation reserve from translation gains on assets of overseas subsidiaries by Rs. 118.25 million.

- Reduction in retained earnings on account of buy back of shares by Rs. 3,701.75 million and payment of dividend Rs. 34.16 million.

c. Right of Use Lease liabilities

Long term ROU lease Liabilities were Rs. 1,264.84 million as on March 31, 2022 (March 31, 2021 : Rs. 1,437.70 million) and short term ROU lease Liabilities were Rs. 364.99 million (March 31, 2021 : Rs. 304.65 million).

d. Derivative instruments

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 at March 31, 2022, derivative instrument fair valuation asset was Rs. 162.86 million compared to fair valuation assets of Rs. 264.56 million as at March 31, 2021. The decrease is due to unfavourable marked to market movement against the hedged currency rates.

e. Borrowings

Borrowings by subsidiaries have decreased to Rs. 1.41 million in the year under review from Rs. 4.93 million in previous year, due to repayment part of working capital loan by subsidiary in Italy.

f. Employee Benefit Obligations

Employee Benefit Obligations which includes gratuity, leave encashment, sales incentives, performance bonus, retention bonus and other employee benefits, increased to Rs. 1,831.75 million in the year under review from Rs. 1,603.33 million in previous year primarily due to increase in head count, higher sales incentives and additional employee retention bonus plans.

g. Trade Payables

Decrease in trade payables to Rs. 116.55 million in the year under review from Rs. 229.32 million in the previous year primarily due to decrease in creditors of overseas subsidiaries.

h. Other financial and current liabilities

Other financial and current liabilities includes unpaid dividend, advance billing, accrued expenses and payables for capital expenditure and statutory dues, which have increased to Rs. 1,096.40 million in the year under review from Rs. 1,041.04 million in the previous year primarily on account of increase in accrued expense.

i. Fixed Assets

The net block of fixed assets and capital work in progress and other as at March 31, 2022 was Rs. 2,199.75 million as compared to Rs. 2,231.45 Million as at March 31, 2021. During year under review, addition to gross block (net off disposals) was Rs. 527.37 million comprising of computer hardware and software, office equipment and addition to leasehold improvements.

Goodwill on consolidation on account of foreign subsidiaries was at Rs. 3,753.47 million as at March 31, 2022 as compared to Rs. 3,726.25 million as at March 31, 2021.

j. Right of Use Assets

ROU Assets as on March 31, 2022 is Rs. 1,194.08 million as compared to Rs. 1,327.47 million as on March 31, 2021.

k. Investment

Investment represent Non Current investment of Rs. 19.58 million as at March 31, 2022 as compared to Rs. 2.40 million as on March 31, 2021.

Current Investment represent surplus funds of the Company parked with mutual fund schemes that can be recalled at very short notice.

The Company's treasury practices call for investing only in highly rated debt oriented mutual funds. Investment in mutual funds decreased to Rs. 1,939.21 million during the year under review from Rs. 2,283.80 million in the previous year due to redemptions made during the period for the purpose of share buyback.

l. Trade Receivables

Debtors increased to Rs. 3,292.71 million as at March 31, 2022 from Rs. 2,930.22 million as at March 31, 2021. 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 increase in short term deposits placed with the banks. The cash and other bank balances increased to Rs. 4,936.43

million as on March 31, 2022 from Rs. 4,908.62 million as at March 31, 2021 due to increased cash flow from operations.

n. Other financial assets

Other financial assets includes unbilled revenue, premises and other deposits, recoverable expenses and other loans & advances. Other financial assets increased as at March 31, 2022 to Rs. 1,760.35 million from Rs. 989.26 million as at March 31, 2021.

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 asset decreased marginally as at March 31, 2022 to Rs. 664.80 million from Rs. 714.54 million as at March 31, 2021.

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. 232.58 million as at March 31, 2022 as compared to Rs. 163.84 million as at March 31, 2021. The decrease is primarily on account of additional deferred tax liabilities created on gains in derivative financial instrument assets.

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 labilities primarily comprise of tax provisions made in end of the year for which payment is not yet due.

Income tax labilities (net) decreased to Rs. 41.26 million in the current year from Rs. 133.76 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	2021-22	2020-21
Net cash generated by/ (used in)		
Operating activities	4,481.71	3,645.69
Investing activities	379.83	(45.25)
Financing activities	(4,163.39)	(1,883.07)
Effect of Exchange fluctuation on Cash and Cash Equivalents	14.67	27.22
Net increase in cash and cash equivalents	**712.82**	**1,744.59**
Cash and cash equivalents at the beginning of the year	3,490.20	1,745.61
Cash and cash equivalents at the end of the year	4,203.02	3,490.20

Cash flow from operations improved due to increase in profit from operation and reduction in networking capital in current year compared to previous year.

The Company had net redemption of investments in the current year as compared to previous year.

Increase in Cash used in financing in current year was primarily towards buyback of Company's shares as compared to previous year.

iv. KEY FINANCIAL RATIOS (BASED ON CONSOLIDATED FINANCIALS)

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, 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	2021-22	2020-21	Change %
Market capitalisation to revenues (times)	3.71	2.46	50.81
Price / Earnings (times)	19.13	13.51	41.55
Days sales outstanding	75	72	2.90
Liquid cash as a % of total assets	33.22%	35.82%	(7.26)
Current Ratio (times)	4.21	4.21	0.00
Revenue growth	38.09%	8.83%	331.39
Operating Profit Margin	24.80%	22.13%	12.11
Net Profit Margin	19.12%	17.69%	8.09
Return on net worth	26.63%	18.83%	41.39
Diluted EPS (INR)	121.57	81.29	49.55

Market capitalisation to revenues, price to earnings ratios moved positively due to increase in market price of the equity shares due to improved profitability, which has resulted in higher EPS. Same reasons can also be attributable to positive changes in the Return on net worth and Diluted EPS. Increased revenue growth in the current year is on account of revenue from Personiv for the full year in current year as compared to only 98 days in the previous year.

Movements in the other ratios are not greater than 25% and have remained relatively stable and movement are largely on the positive side.

VII. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS

The talent acquisition market has changed dramatically in a post-pandemic world. We mobilized diverse set of hiring channels and leveraged automation technologies and analytics to focus on quality of talent and velocity of hiring across our businesses. 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 underwent a digital makeover – and the pandemic catalysed that shift seamlessly. Immersive virtual and hybrid events enabled us to keep our organizational culture alive and team morale high – connecting our teams at scale via innovative and engaging platforms. We also committed to invest significantly in HR platform enhancement to further enhance experience and synergies amongst our global workforce.

Initiatives around employee safety and wellness, including a firm-wide vaccination program, prompt medical assistance and employee reach-out initiatives were very well received by our employees, resulting in one of the highest employees engagement scores the firm has received.

On the learning front, keeping an eye on the future learning needs of our managers operating in a hybrid environment – we crafted a definitive people management learning journey that enabled contextualized application and reflection, whilst ensuring learning delivery is scalable and accessible. We also facilitated tech learning on a slew of in-demand applications – from Salesforce Marketing Cloud and Xceptor, to AMPscript and Speech Analytics – and invested significantly in cloud-based sandbox environments and certifications opportunities for our people.

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

Company firmly believes that robust corporate governance framework and practices are essential for sustained growth and enhanced stakeholder value in long run and is committed to adopt and implement best corporate governance practices. Company strives to ensure that its performance is driven by core values such as:

Good corporate governance is an intrinsic part of the company's fiduciary responsibility as a responsible citizen. eClerx believes that strong corporate governance is the bedrock of our sustained performance and has helped us to gain the trust and respect of all our stakeholders.

All our Stakeholders including customers, vendors and communities where we operate, are an integral part of the business and we ensure fairness for every one of them through transparency and accountability, two basic tenets of corporate governance.

Corporate governance is an integral part of the philosophy of the Company in its pursuit of excellence, growth and value creation. In addition to complying with the statutory requirements, effective governance systems and practices towards improving transparency, disclosures, internal control and promotion of ethics at workplace have been institutionalized. The Company recognizes that good governance is a continuing exercise and reiterates its commitment to pursue highest standards of corporate governance in the overall interest of its stakeholders.

eClerx 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.

- **Composition and attendance details**

The Board represents an optimum combination of Executive and Non-Executive Directors for its independent functioning. The composition of the Board as on March 31, 2022 is in conformity with the applicable provisions of the Companies Act, 2013 and the Listing Regulations which comprises of 8 (Eight) Directors, of which 1 (One) is Executive Director, 1 (One) is Non-Executive Director and 6 (Six) are Non-Executive Independent Directors including 1 (One) Independent Woman Director.

The Chairman of the Board is a Non-Executive Independent Director. There are no *inter-se* relationships between the Directors on the Board of the Company.

- **Board and Committee Meetings Procedure**

The Board / Committee Meetings are held as per the annual calendar set out well in advance with concurrence of all the Directors, to ensure 100% participation in the meetings. Due to ongoing threat of COVID-19 pandemic, Board and Committee meetings were held through video conferencing facility in FY2022, in pursuance of Circulars issued by Ministry of Corporate Affairs in this regard. 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.

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 through a secured IT platform.

Any Board member can suggest inclusion of additional items in the agenda. The Board has complete access to any information pertaining to activities and operations of the Company. Further, respective functional heads are invited to attend Committee/Board Meetings to discuss their relevant internal audit matters and/or to provide detailed insights on items pertaining to their program, forming part of agenda items. Regular updates at such meetings, *inter-alia*, 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.

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 report pertaining to laws applicable to the Company as well as steps taken by the Company to rectify instances of non-compliance, if any.

- **Board Independence**

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 objective independent judgement and without 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.

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 June 10, 2021, 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 present at this meeting through video conferencing.

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 pursuant to Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019. Further, the Independent Directors of the Company, have also confirmed that they have pass the online proficiency self-assessment test conducted by IICA, as may be applicable to them.

- **Familiarization Programme for Independent Directors**

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. 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/investor-relations/corporate-governance/.

- **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, 2022 as informed 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 29, 2021	Meetings held and attended during the year through Video Conferencing					% of Attendance at Board Meetings through Video Conference	Number of Directorships on the Board of Other Public Companies	Other Company Committee Positions	
		Jun 10, 2021	Aug 13, 2021	Nov 2, 2021	Feb 2, 2022	Mar 15, 2022			Member	Chairman
PD Mundhra							100	-	-	-
Anjan Malik							100	-	-	-
Pradeep Kapoor*						NA	100	-	-	-
Anish Ghoshal							100	1	-	-
Biren Gabhawala$							100	1	1	1
Alok Goyal							80	-	-	-
Deepa Kapoor							100	-	-	-
Shailesh Kekre							100	-	-	-
Srinjay Sengupta#							100	-	-	-

* Mr. Pradeep Kapoor ceased to be a Director w.e.f. February 3, 2022.

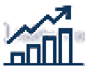
$ Mr. Biren Gabhawala is also a Non – Executive Independent Director in 3M India Limited, which is a listed entity.

\# Appointed as an Additional (Non-Executive Independent) Director on the Board w.e.f. January 28, 2021, his appointment as Director was ratified in the AGM held on September 29, 2021.

For calculation of Other Directorship/Committee memberships/Chairmanships - private companies, Section 8 companies and foreign companies are excluded.

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.
	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 Director's 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
Anish Ghoshal *Non-Executive Independent Director - Chairperson*	2	
Alok Goyal *Non-Executive Independent Director*	2	
Anjan Malik *Non-Executive Director – Promoter*	—	
Biren Gabhawala *Non-Executive Independent Director*	2	
Deepa Kapoor *Non-Executive Independent Director*	2	
PD Mundhra *Executive Director – Promoter*	—	
Pradeep Kapoor* *Non-Executive Independent Director*	N.A.	
Shailesh Kekre *Non-Executive Independent Director*	5	
Srinjay Sengupta *Non-Executive Independent Director*	4 (1st Term)	

* Ceased to be Director w.e.f. February 3, 2022.

- **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 FY2022. 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 Executive Director 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 ("PIT 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 persons to whom it is applicable. The 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/.

- **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.

Terms of reference

i. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

ii. Recommending to the Board, the appointment, remuneration and terms of appointment of the auditors of the Company.

iii. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.

iv. Reviewing, with the management, the annual financial statements and auditor's report before submission to the board for approval, with particular reference to:
   a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Section 134(3)(c) of the Companies Act, 2013;
   b. Changes, if any, in accounting policies and practices and reasons for the same;
   c. Major accounting entries involving estimates based on the exercise of judgment by management;
   d. Significant adjustments made in the financial statements arising out of audit findings;
   e. Compliance with listing and other legal requirements relating to financial statements;
   f. Disclosure of any related party transactions;
   g. Modified opinion(s) in the draft audit report.

v. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.

vi. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter.

vii. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process.

viii. Approval or any subsequent modification of transactions with related parties.

ix. Scrutiny of inter-corporate loans and investments.

x. Valuation of undertakings or assets, wherever it is necessary.

xi. Evaluation of internal financial controls and risk management systems.

xii. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.

xiii. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process.

xiv. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

xv. Discussion with internal auditors any significant findings and follow up there on.

xvi. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.

xvii. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

xviii. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

xix. To review the functioning of the whistle blower mechanism.

xx. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate.

xxi. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.

xxii. To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.

xxiii. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee reviews the following information:

a. Management discussion and analysis of financial condition and results of operations;

b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;

c. Management letters/letters of internal control weaknesses issued by the statutory auditors;

d. Internal audit reports relating to internal control weaknesses;

e. The appointment, removal and terms of remuneration of the chief internal auditor;

f. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the Listing Regulations;

g. Annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32(7) of the Listing Regulations.

Meeting-wise Audit Committee attendance

Name	Meetings held and attended during the year through Video Conferencing					% of attendance
	Jun 10, 2021	Aug 13, 2021	Nov 2, 2021	Feb 2, 2022	Mar 15, 2022	
Anish Ghoshal (Chairperson)						80
Biren Gabhawala						100
Deepa Kapoor						100
PD Mundhra						100
Pradeep Kapoor*					NA	75

*Ceased to be a member of the Committee w.e.f. February 3, 2022

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 Chairman of the Audit Committee attended 21st Annual General Meeting of the Company held on September 29, 2021.

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.

Terms of reference

i. 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;

ii. 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;

iii. Ensure that the Board comprises of a balanced combination of Executive Directors and Non-Executive Directors and also the Independent Directors;

iv. Devise framework to ensure that Directors are inducted through suitable familiarization process covering their roles, responsibility and liability;

v. Oversee the formulation and implementation of ESOP Schemes, its administration, supervision, and formulating detailed terms and conditions in accordance with SEBI Guidelines;

vi. Decide/approve details of fixed components and performance-linked incentives along with the performance criteria;

vii. Devise a policy on Board diversity;

viii. Formulate the criteria for evaluation of Independent Directors and the Board;

ix. The Nomination and Remuneration Committee shall formulate the Remuneration Policy of the Company;

x. The Nomination and Remuneration Committee shall assist the Board in ensuring that plans are in place for orderly succession for appointments to the Board and to senior management;

xi. Recommend to the Board, all remuneration, in whatever form, payable to Senior Management. Senior Management would comprise of employees of the Company who are members of its core management team (employees in the cadre of Principal and above) excluding Board of Directors. This would comprise of all members of the 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 and shall also include the Company Secretary and Chief Financial Officer.

Meeting-wise Nomination and Remuneration Committee attendance

Name	Meetings held and attended during the year through Video Conferencing					% of attendance
	Jun 10, 2021	Aug 13, 2021	Nov 2, 2021	Feb 2, 2022	Mar 15, 2022	
Deepa Kapoor (Chairperson)	✓	✓	✓	✓	✓	100
Alok Goyal	✓	✓	✓	✓	✓	100
Anish Ghoshal	✓	✓	✓	✓	✓	100
Anjan Malik	✓	✗	✓	✓	✓	80
Shailesh Kekre	✓	✓	✓	✓	✓	100
Srinjay Sengupta	✓	✓	✓	✓	✓	100

The Company Secretary of the Company acts as Secretary to the Committee.

Nomination and Remuneration Policy and Directors' Remuneration

The Nomination and Remuneration Policy is market-driven and 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 FY2022 are as follows:

(Rupees in Million)

Name	No. of shares held	Salary & Perquisites	Remuneration$	Sitting Fees	Total
Alok Goyal	1,983	-	2.00	0.30	2.30
Anjan Malik	90,07,664	-	-	-	-
Anish Ghoshal	2	-	2.00	0.36	2.36
Biren Gabhawala	5,821	-	2.00	0.36	2.36
Deepa Kapoor	0	-	2.00	0.30	2.30
PD Mundhra	90,11,401	27.60	-	-	27.60
Pradeep Kapoor*	6,733	-	1.68	0.24	1.93
Shailesh Kekre	0	-	2.00	0.30	2.30
Srinjay Sengupta	0	-	2.00	0.30	2.30

$ Remuneration to Independent Directors for FY2022 was paid in May, 2022.

* Remuneration was paid to Mr. Pradeep Kapoor on pro-rata basis, as he had resigned during the year with effect from February 3, 2022.

Note – 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. 2.25 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 FY2022 is given above.

- **Criteria of making payments to Non-Executive Independent Directors**

  Members of the Company vide Special Resolution passed at Annual General Meeting held on August 29, 2019 approved the payment of remuneration to Non-Executive Independent Directors of the Company. 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. 2.25 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 June 10, 2021 considered and accordingly recommended the payment of remuneration of Rs. 2.00 million p.a. to each of Non-Executive Independent Directors of the Company for FY2022. The remuneration was paid in proportion to the term served by the Director in respective financial year.

- **Remuneration to Whole-Time Director**

The Executive 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. The Nomination and Remuneration Committee at its meeting held on March 15, 2022, recommended 100% of the eligible bonus amount as Annual Bonus for FY2022, 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 24, 2022. Mr. PD Mundhra offered to forgo his annual remuneration increment for FY2023 conveying that he believed that the current remuneration reflected fair value for his contribution to the organization. The Board of Directors at its meeting held on May 24, 2022, accepted this proposal. Mr. PD Mundhra has not taken any increment in the monthly salary per-se, since FY2012.

The other details with respect to remuneration of Mr. PD Mundhra are as under:

Particulars	Description
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.
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
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.
Stock option details, if any	NIL

Details of options held by Non-Executive Independent Directors as on March 31, 2022:

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, 2022, 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. 39.

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 constitution, duties and responsibilities of the Stakeholders' Relationship Committee are in line with the provisions of the Act and Listing Regulations.

Terms of reference

i. 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.;

ii. Review of measures taken for effective exercise of voting rights by shareholders;

iii. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;

iv. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company;

v. To provide information to shareholder.

Meeting-wise Stakeholders' Relationship Committee attendance

Name	Meetings held and attended during the year through Video Conferencing				% of attendance
	Jun 10, 2021	Aug 13, 2021	Nov 2, 2021	Feb 2, 2022	
Biren Gabhawala (Chairperson)					100
Anish Ghoshal					75
PD Mundhra					100
Pradeep Kapoor*					75

*Ceased to be a member of the Committee w.e.f. February 3, 2022.

The Company Secretary of the Company acts as the Compliance Officer.

Name, designation and address of Compliance Officer:

Pratik Bhanushali
Company Secretary and Compliance Officer
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, 2021	Nil
Received during the year	33
Resolved during the year	33
As on March 31, 2022	Nil

No complaints were pending as on March 31, 2022.

D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Pursuant to Section 135 of the Act read with Companies (Corporate Social Responsibility) Rules, 2014, the Board has constituted Corporate Social Responsibility Committee ("CSR Committee") which recommends the amount of CSR to be spent on the projects as well as monitors the implementation of the same.

Terms of reference

i. To suggest and/or formulate CSR Policy of the Company;

ii. To recommend the amount of expenditure to be incurred on the CSR activities;

iii. To ensure that the activities as are included in Corporate Social Responsibility Policy of the Company are undertaken by the Company;

iv. To ensure that Company spend atleast 2% of average net profit of the Company in every financial year;

v. To monitor the CSR Policy of the Company from time to time;

vi. To prepare a transparent monitoring mechanism for ensuring implementation of the projects/ programmes/activities proposed to be undertaken by the Company;

vii. To formulate and recommend to the Board, an annual action plan for CSR spending;

viii. To do all such acts, deeds and things as deemed necessary to achieve overall CSR objectives of the Company and to ensure compliance with relevant regulations.

Meeting-wise Corporate Social Responsibility Committee attendance

Name	Meetings held and attended during the year through Video Conferencing				% of attendance
	Jun 10, 2021	Aug 13, 2021	Nov 2, 2021	Feb 2, 2022	
Deepa Kapoor (Chairperson)					100
Anish Ghoshal					75
Biren Gabhawala					100
PD Mundhra					100

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 frameworks of the Company.

Terms of reference

i. 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. The policy shall include:

- A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly ESG related risks), information, cyber security risks or any other risks as may be determined by the Committee;
- Measures for risk mitigation including systems and processes for internal control of identified risks;
- Business Continuity plan.

ii. To ensure that appropriate methodology, processes, and systems are in place to monitor and evaluate risks associated with the business of the Company;

iii. To periodically review the risk management policy, atleast once in two years, including by considering the changing industry dynamics and evolving complexity;

iv. To keep the Board of Directors informed about the nature and content of its discussion, recommendations and actions to be taken;

v. The appointment, removal and terms of remuneration of the Chief Risk Officer shall be subject to review by the Risk Management Committee;

vi. Periodic assessment and prioritizing of risks that affect the operations of the Company;

vii. Identify and review the Company's risk appetite for various elements of risk including cyber security;

viii. Review the risk management practices and recommend changes to ensure its adequacy;

ix. Monitor the implementation of the risk mitigation plans including mitigation of cyber security risk;

x. To seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsider with relevant expertise, if it considers necessary;

xi. Such other functions as the Board may determine from time to time.

The details about risk management policy and EWRM framework is available in the Directors' Report at Page No. 42.

Meeting-wise Risk Management Committee attendance

Name	Meetings held and attended during the year through Video Conference			% of attendance
	Jun 10, 2021	Nov 2, 2021	Mar 15, 2022	
Anish Ghoshal				100
Biren Gabhawala				100
PD Mundhra				100
Rohitash Gupta*				100
Srinjay Sengupta				100

* Mr. Rohitash Gupta resigned as CFO and hence from the membership of the Risk Management Committee of the Company with effect from close of Business hours on May 11, 2022 and Mr. Srinivasan Nadadhur was appointed to replace him with effect from May 12, 2022.

The Company Secretary of the Company acts as Secretary to the Committee.

II. 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
2020-21	September 29, 2021	12.30 p.m.	Held through Video Conferencing	Re-appointment of Mr. Shailesh Kekre (DIN: 07679583) as Non-Executive Independent Director of the Company
2019-20	September 29, 2020	12.30 p.m.		Continuation of directorship of Mr. Pradeep Kapoor (DIN: 00053199) as Non-Executive Independent Director of the Company
2018-19	August 29, 2019	10.15 a.m.	Walchand Hirachand Hall, Indian Merchants Chamber, LNM IMC Building, Churchgate, Mumbai 400 020.	• Approval of payment of remuneration by way of commission to Non-Executive Independent Directors of the Company. • Re-appointment of Mr. PD Mundhra (DIN: 00281165) as Whole-Time Director for a period of 5 (Five) Years, effective from April 1, 2020

- **Postal Ballot**

  During the year, Company had sought approval of shareholder through Postal Ballot for approval of Buy-Back of fully paid up equity shares of face value of Rs. 10/- each at a price not exceeding Rs. 3,200/- per equity share (Maximum Buy Back price) payable in cash for a total consideration not exceeding Rs. 3,030 Millions excluding transaction cost incurred or to be incurred for the Buy-Back viz. towards transaction costs for the Buy-Back brokerage, applicable taxes such as securities transaction tax, goods and services tax, stamp duty, filing fees, advisor fees, public announcement expenses, printing and dispatch expenses and other incidental and related expenses etc., which is within 25% of the aggregate of the Company's Paid-up Equity Share Capital and Free Reserves as per the latest audited standalone financial statements of the Company as on March 31, 2021 from all the equity shareholders/beneficial owners of the Equity Shares of the Company as on the record date, to be announced by the Board/Buy-Back Committee, on proportionate basis through the 'tender offer' route, as prescribed under the SEBI Buy-Back Regulations.

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 members are given the option to vote either by physical ballot or remote e-voting.

The Company dispatches electronically the Postal Ballot notices and forms 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 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 return the forms duly completed and signed, to the scrutinizer or 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 consolidated 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. The last date specified by the Company for receipt of duly completed Postal Ballot forms or for e-voting is deemed to be the date of passing of the resolution.

III. 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 subsidiaries of the Company are eClerx LLC (USA), eClerx Investments (UK) Limited and ASEC Group LLC (USA). However, the requirement of appointing an Independent Director of the Company on the board of material unlisted subsidiary only applies to material subsidiaries whose income or net worth exceeds 20% (Twenty) percent of the consolidated income or net worth of the listed entity. Out of all the material subsidiaries, this requirement is applicable only for eClerx LLC (USA) and accordingly, Ms. Deepa Kapoor, Non-Executive Independent Director of the Company has been appointed on its Board in compliance with the said provision.

IV. DISCLOSURE UNDER 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 Business Responsibility Report forming part of this Annual Report.

V. DISCLOSURES

a. 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.

b. 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.

c. 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/.

d. Your Company has complied with all the mandatory requirements of the Listing Regulations, as applicable. Though at present, the Company does not comply with some of the discretionary requirements under Part E of Schedule II of Listing Regulations, the Company is committed towards complying with Listing Regulations as a whole and will take suitable measures as and when appropriate.

e. 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.

f. The Board periodically reviews compliance reports of all laws applicable to the Company, prepared by the Company.

g. 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.

h. 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.

i. 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.

j. 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.

k. The Company has not raised any funds through preferential allotment or qualified institutions placement.

l. The Company has obtained a certificate from M/s. Savita Jyoti Associates, Practising Company Secretaries (FCS No. 3738), dated May 25, 2022 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.

m. 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.

n. During the Financial Year ended March 31, 2022, there are no loans or advances provided by the Company and its subsidiaries to firms/ companies in which directors are interested.

o. 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	16.56
Other fees for non-audit related services	3.02
Total fees	**19.58**

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.

Share Transfer System

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.

Updating KYC details

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 pursuant to the SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021.

Attention of the Members holding shares of the Company in physical form is invited:

a. To go through the said important communication under the web link at https://eclerx.com/investor-relations/forms-for-physical-shareholders/.
b. 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.
c. 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.

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.

Further, SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by March 31, 2023, and linking PAN with Aadhaar by March 31, 2022 vide its circular dated November 3, 2021 and December 15, 2021. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrars KFin Technologies Limited at einward.ris@kfintech.com. The forms for updating the same are available at https://eclerx.com/investor-relations/forms-for-physical-shareholders/.

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 FY2022, as per the requirements of the Listing Regulations, is given as a separate section forming part of the Annual Report.

VIII. 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	Wednesday, September 21, 2022	
Time of AGM	12:30 p.m.	
Venue of AGM	Meeting is being conducted through VC/OAVM pursuant to the MCA Circular dated May 5, 2022 read with general circulars dated April 8, 2020, April 13, 2020, January 13, 2021 and December 14, 2021, and as such there is no requirement to have a venue for the AGM.	
Financial Year	April to March	
Financial Calendar (2022-23) (Tentative)	**Declaration of Results for the Quarter Ending on**	**Tentative Board Meeting Schedule**
	June 30, 2022	First fortnight of August 2022
	September 30, 2022	First fortnight of November 2022
	December 31, 2022	Last fortnight of January 2023
	March 31, 2023	Last fortnight of May 2023
	23rd Annual General Meeting	First fortnight of September 2023
Date of book closure for the purpose of AGM	Friday, September 9, 2022 to Wednesday, September 21, 2022 (both days inclusive)	
Dividend payment date	On or after Wednesday, September 21, 2022 but within the statutory time limit of 30 days, subject to shareholders' approval.	
Shares held in physical form	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: • 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	Members holding shares in electronic form may please note that: • 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	**BSE Limited** Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 023. **National Stock Exchange of India Limited** Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai-400 051.
Listing fees	The Company has paid the Annual Listing fees to the BSE and NSE for FY2023.
ISIN number	INE738I01010
BSE code	532927
NSE symbol	ECLERX
Registered office	Sonawala Building, 1st Floor, 29 Bank Street, Fort, Mumbai – 400 023.
Corporate office & Delivery Facilities in India	4th Floor, Express Towers, Nariman Point Mumbai – 400 021. Building No. 11, 4th, 5th & 6th Floor, Building No. 14, 4th & 5th Floor, K Raheja Mindspace, Plot No. 3, TTC Industrial Area, Thane Belapur Road, Airoli, Navi Mumbai-400 708. 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. 1st & 2nd Floor, Towers A & B, DLF Info City Developer, Rajiv Gandhi Chandigarh Technology Park, Kishangarh, Chandigarh–160 101.
Registrar and Transfer agent	KFin Technologies Ltd. Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana. Toll free No. – 1 800 309 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.
Dematerialisation of shares	All requests for dematerialisation of shares are processed and confirmed to the depositories, viz, NSDL and CDSL, by our 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 46.62%.
Shares in dematerialised 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 33,826,407 Equity shares of the Company constituting over 99.99% of the Company's equity shares were in dematerialized mode as on March 31, 2022. A total of 22 Equity Shares are in physical mode as on March 31, 2022.
Outstanding GDRs / ADRs/warrants or any convertible instruments, conversion and likely impact on equity	The Company has not issued any of these instruments.

Unclaimed Dividend	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.
Transfer of Equity shares to IEPF	The equity shares in respect of which dividend has not been paid or claimed for 7 (Seven) consecutive years or more from the date of declaration will also be transferred to an account viz. IEPF Suspense Account, which is operated by the IEPF Authority pursuant to the IEPF Rules.

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, 2022
2014-15	Final Dividend	35.00	July 17, 2015	September 16, 2022	194,110
2015-16	Final Dividend	1.00	July 13, 2016	September 12, 2023	15,135
2016-17	Final Dividend	1.00	August 22, 2017	October 22, 2024	15,749
2017-18	Final Dividend	1.00	August 29, 2018	October 28, 2025	15,150
2018-19	Final Dividend	1.00	August 29, 2019	October 26, 2026	14,092
2019-20	Final Dividend	1.00	September 29, 2020	November 29, 2027	26,797
2020-21	Final Dividend	1.00	September 29, 2021	December 2, 2028	13,720.03

The details of the shareholders whose unpaid/unclaimed dividend will be transferred to IEPF as per the due dates mentioned above is available on the website of the Company https://eclerx.com/investor-relations/stock-infomations-corporate-actions/unclaimed-amount/.

Transfer of Unclaimed Dividend to Investor Education and Protection Fund during FY2022

Year	Nature of Dividend	Dividend Per Share (in Rupees)	Amount (In Rupees)	Date of transfer to IEPF
2013-14	Final Dividend	35.00	2,97,220.00	August 31, 2021

Amounts transferred to Investor Education and Protection Fund till date

Particulars	Amount (Rupees)
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, 2021	10	393
2	Number of shareholders who approached the Company to claim aforesaid unclaimed shares and to whom the shares were transferred	-	-
3	Number of shares transferred to IEPF	-	-
4	Aggregate Number of shareholders and the outstanding shares lying unclaimed as on March 31, 2022	10	393

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 10, 2021 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 dividends before transfer to IEPF

Shareholders are advised to make their claim for the unclaimed dividends in respect of the shares held by them, by writing to our Registrar and Share Transfer Agents, KFin Technologies Limited, Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032, Telangana.

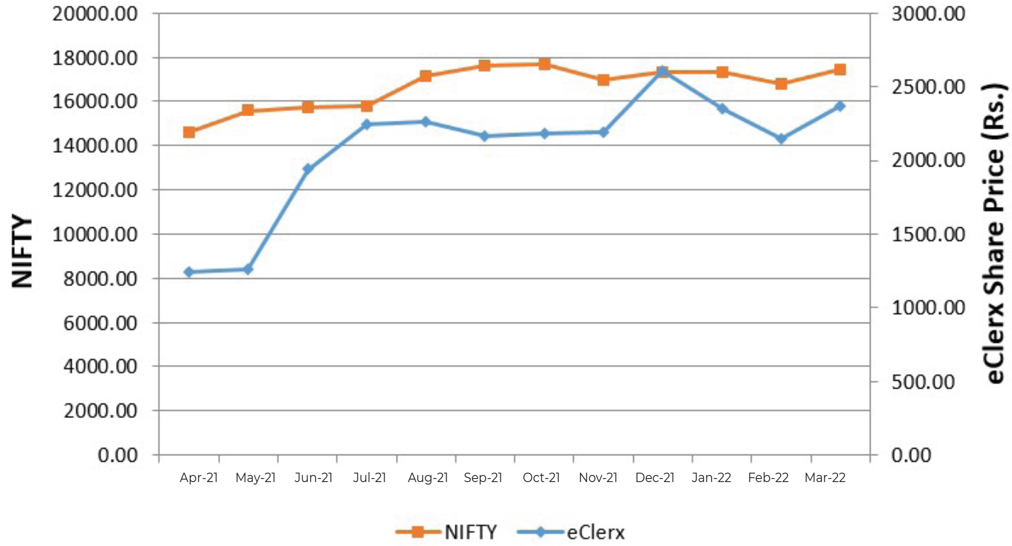
Claiming of Shares/Dividends after transfer to IEPF

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.

Market Price Data

Month	BSE		NSE	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
Apr-21	1,270.00	1,098.00	1,271.00	1,094.50
May-21	1,324.00	1,080.65	1,325.00	1,099.00
Jun-21	1,915.30	1,231.50	1,938.55	1,231.05
Jul-21	2,314.00	1,950.00	2,279.80	1,955.00
Aug-21	2,395.05	1,977.35	2,392.80	1,951.05
Sep-21	2,449.00	2,140.10	2,457.00	2,140.00
Oct-21	2,370.00	1,769.10	2,369.00	1,755.65
Nov-21	2,619.00	2,026.05	2,620.80	2,028.05
Dec-21	2,643.20	2,012.95	2,642.00	2,011.05
Jan-22	2,970.00	2,255.45	2,970.00	2,255.60
Feb-22	2,576.70	2,063.70	2,574.90	2,053.00
Mar-22	2,550.00	2,121.00	2,549.90	2,121.10

The performance comparison of eClerx Services Limited's closing share prices at the end of each month with NSE NIFTY



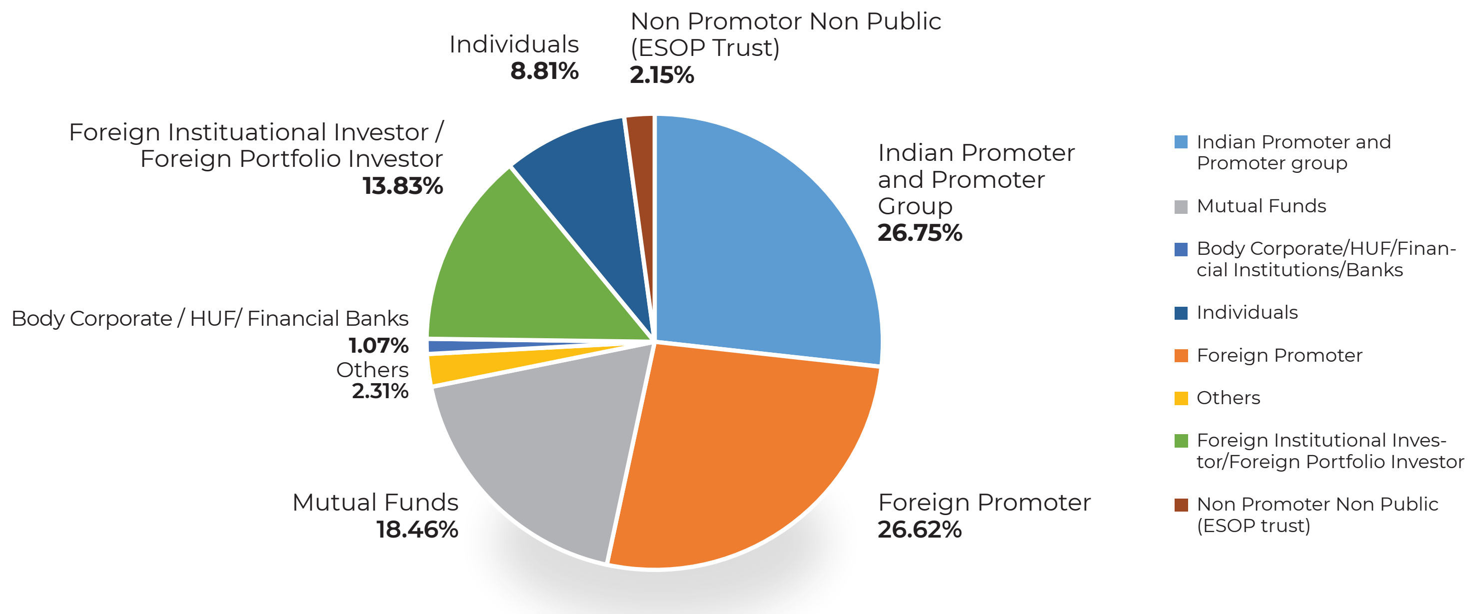
Distribution of Shareholding as at March 31, 2022

Category	Number of shareholders	% of total shareholders	No. of shares held	% of total shareholding
1 - 5000	51,780	99.61	30,71,944	9.08
5001 - 10000	84	0.16	5,95,260	1.76
10001 - 20000	44	0.08	6,52,461	1.93
20001 - 30000	15	0.03	3,80,680	1.13
30001 - 40000	7	0.01	2,34,613	0.69
40001 - 50000	7	0.01	3,27,370	0.97
50001 - 100000	17	0.03	11,65,347	3.45
100001 and above	28	0.05	2,73,98,754	81.00
Total	**51,982**	**100.00**	**3,38,26,429**	**100.00**

Shareholding pattern as on March 31, 2022

Category of Shareholder	As on March 31, 2022	
	Total No. of Shares	% Shareholding
(A) Shareholding of Promoter and Promoter Group		
(1) Individuals/ Hindu Undivided Family	90,49,054	26.75
Sub-Total (A)(1)	**90,49,054**	**26.75**
(2) Individuals (Non-Resident Individuals/ Foreign Individuals)	90,07,664	26.63
Sub-Total (A)(2)	**90,07,664**	**26.63**
Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	**1,80,56,718**	**53.38**
(B) Public Shareholding		
(1) Institutions		
- Mutual Funds/ UTI	62,44,074	18.46
- Financial Institutions/Banks	5	0.00
- Alternate Investment Funds	2,98,446	0.88
- Foreign Institutional Investors	46,77,418	13.84
Sub-Total (B)(1)	**1,12,19,943**	**33.17**
(2) Non-institutions		
- Bodies Corporate	3,63,658	1.08
- Individual shareholders holding nominal share capital up to Rs. 2 lakh.	27,87,386	8.24
- Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	2,29,314	0.68

Any Other		
- Non Resident Indians	2,24,023	0.66
- Foreign Nationals	47,240	0.14
- Clearing Members	18,804	0.06
- Trusts	21,685	0.06
- IEPF	1,002	0.00
- NBFCs registered with RBI	500	0.00
- HUF	1,04,932	0.31
- Qualified Institutional Buyer	24,353	0.07
Sub-Total (B)(2)	**38,22,897**	**11.30**
Total Public Shareholding (B)= (B)(1)+(B)(2)	**1,50,42,840**	**44.47**
TOTAL (A)+(B)	**3,30,99,558**	**97.85**
(C) Shares held by Custodians and against which Depository Receipts have been issued - Employee Benefit Trust [under SEBI (Share based Employee Benefit) Regulations 2014]	**726,871**	**2.15**
GRAND TOTAL (A)+(B)+(C)	**3,38,26,429**	**100.00**



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.

Compliance certificate of the auditors

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.

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

eClerx Services Limited
Sonawala Building, 1st Floor, 29 Bank Street, Fort,
Mumbai, 400 023,
Ph. No.: 022-66148301
Email ID: investor@eClerx.com

Registrar and Transfer Agent

KFin Technologies Ltd.
Selenium Tower B, Plot 31 & 32, Financial District,
Nanakramguda, Serilingampally Mandal,
Hyderabad - 500 032, Telangana.
Toll free No.: 1- 800-309-4001
Email IDs: balajireddy.s@kfintech.com/einward.ris@kfintech.com

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, 2022.

For eClerx Services Limited

PD Mundhra
Executive Director

Date: May 24, 2022

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, 2022 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	**PD Mundhra**	**Srinivasan Nadadhur**
May 22, 2022	Executive Director	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
CIN: L72200MH2000PLC125319
Sonawala Building, 1st Floor,
29 Bank Street, Fort, Mumbai - 400023

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of eClerx Services Limited having CIN L72200MH2000PLC125319 and having 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, 2022 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	Date of last appointment in Company
1.	PRIYADARSHAN MUNDHRA	00281165	24/03/2000
2.	ANISH GHOSHAL	00276807	11/08/2007
3.	ANJAN MALIK	01698542	10/05/2000
4.	BIREN CHANDRAKANT GABHAWALA	03091772	18/05/2011
5.	ALOK GOYAL	05255419	18/05/2012
6.	DEEPA KAPOOR	06828033	11/03/2014
7.	SHAILESH SHARAD KEKRE	07679583	15/03/2017
8.	SRINJAY SENGUPTA	02692531	28/01/2021

Ensuring the eligibility of for 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. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Savita Jyoti Associates
Company Secretaries

CS Savita Jyoti
FCS No. : 3738, CP No. : 1796
UDIN: F003738C000391092

Date: May 25, 2022
Place: Hyderabad

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
eClerx Services Limited
1st Floor, Sonawala Building,
29 Bank Street, Fort, Mumbai - 400023

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, 2022 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, 2022 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, 2021 to March 31, 2022:

      (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 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 prior 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, 2022, 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: 22212230AOPWRF3534

Place of Signature: Mumbai
Date: August 9, 2022

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, 2022, 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 significant 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, 2022, 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.

Emphasis of Matter

We draw attention to Note 39 of the standalone Ind AS financial statements which describes effects of change in accounting policy to account for the eClerx Employee Welfare Trust ("ESOP Trust") in the standalone Ind AS financial statements of the Company. Accordingly, the figures as at March 31, 2021, April 1, 2020 and for the year ended March 31, 2021 have been restated.

Our opinion is not modified in respect of this matter.

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, 2022. 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 matter described below to be the key audit matter 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
Revenue recognition 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, 2022 amounted to Rs 15,513.12 million and unbilled receivables as at March 31, 2022 amounted to Rs 1,335.66 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.	• 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 a 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 a 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, 2022 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;

(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, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) 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;

(g) In our opinion, the managerial remuneration for the year ended March 31, 2022 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;

(h) 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.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per **Vineet Kedia**
Partner
Membership Number: 212230
UDIN: 22212230AJMRVY4245

Place of Signature: Mumbai
Date: May 24, 2022

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, 2022.

(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, advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(a) of the Order is not applicable to the Company.

(b) During the year the Company has not provided guarantees, provided security and granted loans and 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 made investment in Company and Limited Liability Partnerships 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 explanation give to us, provisions of section 186 of the Companies Act, 2013 (the "Act") in respect of loans, investments, guarantees and security have been complied with by the Company. Further, according to the information and explanations given to us the Company has not advanced loans to directors including the entities in which they are interested to which provisions of section 185 of the Act 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, 2022. 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 (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 (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	^31,824,234	Assessment Year 2015-16	Income Tax Appellate Tribunal
The Income Tax Act, 1961	Income Tax demand	^333,311,724	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	^2,172,150	Assessment Year 2020-21	Deputy Commissioner of Income Tax
Service Tax	Service Tax*	^^6,189,634	April 2007 - March 2012	Custom, Central Excise and Service Tax Appellate Tribu-nal ("CESTAT")
	Penalty on service tax	^^5,834,013		
Service Tax	Service Tax*	^^118,913,942	June 2009 -March 2013	CESTAT
	Penalty on service tax	^^118,913,942		

* In addition, interest is payable under the relevant provisions and rules.

^ The Company has paid Rs. 28,175,557 under protest and adjusted refund of Rs. 67,627,633.

^^ The Company has paid Rs. 9,382,769 under protest.

(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 has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(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) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of audit procedures.

(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.

(xiv) (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) 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) 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 42 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) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of 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: 22212230AJMRVY4245

Place of Signature: Mumbai
Date: May 24, 2022

ANNEXURE 2

to the 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, 2022 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, 2022, 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: 22212230AJMRVY4245

Place of Signature: Mumbai
Date: May 24, 2022

BALANCE SHEET

(Rupees in Million)

	Notes	As at March 31, 2022	As at March 31, 2021*	As at April 01, 2020*
Assets				
Non-current assets				
Property, plant and equipment	3	568.36	530.00	542.89
Right of use assets	30.a	752.44	915.17	1,018.66
Capital work-in-progress	3	21.68	-	2.65
Intangible assets	4	37.25	37.87	28.57
Financial assets	5			
Investments	5.1	4,892.69	4,844.79	2,373.22
Derivative instruments	5.2	24.59	25.53	-
Long term loans	5.3	-	-	-
Other financial assets	8	187.76	164.35	116.36
Deferred tax assets (net)	18	266.48	240.26	362.83
Other non-current assets	9	37.91	35.39	191.87
Non-current tax assets (net)		141.17	104.66	103.41
		6,930.33	**6,898.02**	**4,740.46**
Current assets				
Financial assets				
Investments	5.1	1,939.21	2,283.80	4,365.52
Trade receivables	6	2,362.74	1,943.06	1,714.14
Cash and cash equivalents	7.a.	1,451.97	1,382.36	621.89
Other bank balances	7.b.	718.20	1,111.10	1,584.28
Other financial assets	8	1,447.35	879.46	1,011.52
Derivative instruments	5.2	138.27	239.03	-
Other current assets	10	468.18	515.40	412.46
		8,525.92	**8,354.21**	**9,709.81**
Total assets		**15,456.25**	**15,252.23**	**14,450.27**
Equity and liabilities				
Equity				
Equity share capital	11	330.98	340.06	361.00
Other equity	12	11,414.27	11,486.18	10,041.75
Total equity		**11,745.25**	**11,826.24**	**10,402.75**

Non-current liabilities				
Financial liabilities				
Lease liabilities	30.a	852.57	1,024.37	1,123.52
Derivative instruments	5.2	-	-	96.63
Employee benefit obligations	14	357.40	387.25	306.07
Deferred tax liabilities (net)	18	0.67	-	-
		1,210.64	**1,411.62**	**1,526.22**
Current liabilities				
Financial liabilities				
Lease liabilities	30.a	215.49	184.08	146.43
Derivative instruments	5.2	-	-	244.38
Trade payables	15			
Total outstanding dues of Micro enterprises and small enterprises		3.28	5.08	3.16
Total outstanding dues of creditors other than Micro enterprises and small enterprises		788.54	587.83	1,090.57
Other financial liabilities	16	634.00	494.04	335.10
Other current liabilities	17	84.62	58.29	57.32
Employee benefit obligations	14	774.15	595.04	621.23
Current tax liabilities (net)		0.28	90.01	23.11
		2,500.36	**2,014.37**	**2,521.30**
Total equity and liabilities		**15,456.25**	**15,252.23**	**14,450.27**

* Restated (refer note 39)

Summary of significant accounting policies 2

The accompanying notes form an integral part of these financial statements.

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 24, 2022

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

PD Mundhra
Executive Director

Biren Gabhawala
Director

Srinivasan Nadadhur
Chief Financial Officer

Pratik Bhanushali
Company Secretary

STATEMENT OF PROFIT AND LOSS

(Rupees in Million)

	Notes	For the year ended March 31, 2022	For the year ended March 31, 2021*
Revenue from operations	19	15,513.12	11,974.01
Other income	20	205.48	329.61
Total Income		**15,718.60**	**12,303.62**
Expenses			
Employee benefits expense	21	6,048.72	4,796.21
Cost of technical sub-contractors		447.58	303.38
Depreciation and amortisation expense	22	516.69	500.04
Finance cost	30.a.	164.24	183.62
Other expense	23	3,773.19	3,276.52
Total expense		**10,950.42**	**9,059.77**
Profit before exceptional items and tax		**4,768.18**	**3,243.85**
Exceptional item gain / (loss)		-	-
Profit before tax		**4,768.18**	**3,243.85**
Tax expenses			
Current tax	18	1,215.44	877.73
Deferred tax	18	3.78	(21.79)
Income tax expense		**1,219.22**	**855.94**
Profit for the year		**3,548.96**	**2,387.91**
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	(14.86)	(32.01)
Income tax effect	18	3.74	8.06
Net other comprehensive income not to be reclassified to profit and loss in subsequent periods		**(11.12)**	**(23.95)**
Other comprehensive income to be reclassified to profit or loss in subsequent periods:			
Net movement on cash flow hedges	26	(101.69)	605.57
Income tax effect	18	25.59	(152.41)

Net other comprehensive income to be reclassified to profit and loss in subsequent periods		**(76.10)**	**453.16**
Other comprehensive income for the year, net of tax		**(87.22)**	**429.21**
Total comprehensive income for the year, net of tax		**3,461.74**	**2,817.12**
Earnings per equity share (in Rs.)			
Basic (Face value of Rs. 10 each)	27	105.27	68.97
Diluted (Face value of Rs. 10 each)	27	103.36	68.70

* Restated (refer note 39)

Summary of significant accounting policies 2

The accompanying notes form an integral part of these financial statements.

The accompanying notes form an integral part of these financial statements.

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 24, 2022

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

PD Mundhra
Executive Director

Biren Gabhawala
Director

Srinivasan Nadadhur
Chief Financial Officer

Pratik Bhanushali
Company Secretary

STATEMENT OF CASH FLOWS

(Rupees in Million)

	Notes	For the year ended March 31, 2022	For the year ended March 31, 2021*
Operating activities			
Profit before tax		4,768.18	3,243.85
Adjustments to reconcile profit before tax to net cash flows:			
Depreciation and amortisation expense	22	516.69	500.04
Share-based payment expense	21	13.81	9.29
Net foreign exchange differences		6.28	14.16
Loss on sale of assets	23	-	3.56
Interest income on corporate rent deposits	20	(17.07)	(15.35)
Amortised cost on corporate rent deposits		18.23	16.74
Profit on sale of current investments	20	(57.24)	(224.51)
Dividend income	20	(0.03)	(0.06)
Interest income, net	20 & 23	(43.95)	(82.25)
Bad debts written off	23	1.22	1.73
Provision/ (reversal of provision) for doubtful debts	23	(0.19)	0.84
Finance cost	31.a.	164.24	183.62
Fair value (gain) / loss on financial instruments at fair value through profit or loss	23	(8.76)	70.23
Other adjustments		(14.86)	(37.73)
		5,346.55	**3,684.16**
Working capital adjustments:			
Increase in trade receivables		(427.04)	(270.53)
(Increase)/decrease in other current and non current financial assets		(592.53)	84.17
Decrease in other current and non current assets		45.56	52.40
Increase in employee benefit obligations		149.25	54.99
Increase/ (decrease) in trade payables, other current and non current liabilities and provisions		373.83	(310.50)
Cash generated by operating activities		**4,895.62**	**3,294.69**
Income tax paid (Net of refunds)		(1,341.68)	(812.08)
Net cash flows from operating activities		**3,553.94**	**2,482.61**
Investing activities			
Proceeds from sale of current investments		11,969.77	11,425.77
Purchase of current investments		(11,556.36)	(9,189.78)
Purchase of non-current investments		(20.00)	-
Investment in subsidiary during the year		(5.57)	(2,493.02)
Investment in bank deposits (having original maturity of more than three months)		(1,455.48)	(2,645.79)

Redemption/maturity of bank deposits (having original maturity of more than three months)		1,850.61	3,075.46
Payment of unclaimed dividend and fractional share		(0.29)	(0.16)
Proceeds from sale of property, plant and equipment		0.51	0.96
Purchase of property, plant, equipment and intangibles (including capital work in progress)		(381.23)	(294.28)
Dividend received		0.03	0.06
Interest received		41.79	126.60
Net cash flows generated from investing activities		**443.78**	**5.82**
Financing activities			
Money received from exercise of ESOP options		281.96	-
Purchase of treasury shares by eClerx Employees Welfare Trust		(170.48)	-
Buyback of equity shares**		(2,976.61)	(1,095.00)
Buyback expenses		(27.88)	(9.47)
Tax on buyback of equity shares**		(654.50)	(243.00)
Payment of dividend		(34.16)	(34.01)
Finance cost- Lease		(164.24)	(183.62)
Principal payment- Lease		(182.20)	(162.86)
Net cash flows used in financing activities		**(3,928.11)**	**(1,727.96)**
Net increase in cash and cash equivalents		**69.61**	**760.47**
Cash and cash equivalents at the beginning of the year	7(a)	1,382.36	621.89
Cash and cash equivalents at the year end	**7(a)**	**1,451.97**	**1,382.36**

* Restated (refer note 39)

** Net after elimination of amount pertaining to buyback of shares held by eClerx Employee Welfare Trust

Summary of significant accounting policies 2

The accompanying notes form an integral part of these financial statements.

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 24, 2022

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

PD Mundhra
Executive Director

Biren Gabhawala
Director

Srinivasan Nadadhur
Chief Financial Officer

Pratik Bhanushali
Company Secretary

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 March 31, 2020	**36,983,401**	**369.83**
Impact on account of change in accounting policy (refer note 39)	(883,605)	(8.84)
Restated balance as at April 01, 2020	**36,099,796**	**361.00**
Less : Shares bought back during the year	(2,093,815)	(20.94)
As at March 31, 2021	**34,005,981**	**340.06**
Less : Shares bought back during the year	(1,063,157)	(10.63)
Add: Buy back of shares held by eClerx Employee Welfare Trust	18,691	0.18
Less: Shares purchased by eClerx Employee Welfare Trust	(74,440)	(0.74)
Add: Shares Sold by eClerx Employee Welfare Trust on exercise of stock options	211,019	2.11
As at March 31, 2022	**33,098,094**	**330.98**

b. Other equity
For the year ended March 31, 2022

(Rupees in Million)

Particulars	Reserves and Surplus						Items of OCI		
	Capital redemption reserve	Securities premium account	Share based payment reserve	Capital reserve	General reserve	Retained earnings	Cashflow Hedging reserve	Treasury shares	Total other equity
As at March 31, 2021	**63.39**	**-**	**145.44**	**0.10**	**-**	**12,148.80**	**197.96**	**(1,069.51)**	**11,486.18**
Profit for the period	-	-	-	-	-	3,548.96	-	-	3,548.96
Other comprehensive income	-	-	-	-	-	(11.12)	(76.10)	-	(87.22)
Share based payment charge / (credit) net off stock options forfeited during the year	-	-	38.95	-	-	-	-	-	38.95
Transfer to general reserve on account of exercise of stock options	-	-	(77.53)	-	77.53	-	-	-	-
Dividends	-	-	-	-	-	(34.16)	-	-	(34.16)
Buyback expenses	-	-	-	-	-	(27.88)	-	-	(27.88)
Tax on buyback of shares	-	-	-		-	(654.50)	-	-	(654.50)

Amount transferred on account of buyback of shares	10.63	-	-	-	-	(10.63)	-	-	-
Amount utilised on account of buy back of shares	-	-	-	-	-	(3,019.37)	-	-	(3,019.37)
Gain on buyback of shares held by eClerx Employee Welfare Trust	-	-	-	-	29.74	-	-		29.74
Gain on shares sold by eClerx Employee Welfare Trust on exercise of stock options	-	-	-	-	10.26	-	-	-	10.26
Shares purchased by eClerx Employee Welfare Trust	-	-	-	-	-	-	-	(169.75)	(169.75)
Buyback of shares held by eClerx Employee Welfare Trust	-	-	-	-	-	-	-	23.47	23.47
Shares sold by eClerx Employee Welfare Trust on exercise of stock options	-	-	-	-	-	-	-	269.59	269.59
As at March 31, 2022	**74.02**	**-**	**106.86**	**0.10**	**117.53**	**11,940.10**	**121.86**	**(946.20)**	**11,414.27**

For the year ended March 31, 2021*

(Rupees in Million)

Particulars	Reserves and Surplus						Items of OCI		
	Capital redemption reserve	Securities premium account	Share based payment reserve	Capital reserve	General reserve	Retained earnings	Cashflow Hedging reserve	Treasury shares	Total other equity
As at March 31, 2020	**42.45**	**13.83**	**185.16**	**0.10**	**-**	**10,756.89**	**(255.20)**	**-**	**10,743.23**
Impact on account of change in accounting policy (refer note 39)	-	-	-	-	-	368.03	-	(1,069.51)	(701.48)
Restated balance as at 01 April, 2020	42.45	13.83	185.16	0.10	-	11,124.92	(255.20)	(1,069.51)	10,041.75
Profit for the period	-	-	-	-	-	2,387.91	-	-	2,387.91
Other comprehensive income	-	-	-	-	-	(23.95)	453.16	-	429.21
Share based payment charge/ (credit) net off stock options cancelled / forfeited during the year	-	-	(12.14)	-	-	-	-	-	(12.14)
Transfer on account of stock options not exercised	-	-	(27.58)	-	-	27.58	-	-	-
Dividends	-	-	-	-	-	(34.01)	-	-	(34.01)

For the year ended March 31, 2021*

(Rupees in Million)

Particulars	Reserves and Surplus						Items of OCI		
	Capital redemption reserve	Securities premium account	Share based payment reserve	Capital reserve	General reserve	Retained earnings	Cashflow Hedging reserve	Treasury shares	Total other equity
Buyback expenses	-	-	-	-	-	(9.47)	-	-	(9.47)
Tax on buyback of shares	-	-	-	-	-	(243.00)	-	-	(243.00)
Amount transferred on account of buyback of shares	20.94	-	-	-	-	(20.94)	-	-	-
Amount utilised on account of buy back of shares	-	(13.83)	-	-	-	(1,060.24)	-	-	(1,074.07)
As at March 31, 2021	**63.39**	**-**	**145.44**	**0.10**	**-**	**12,148.80**	**197.96**	**(1,069.51)**	**11,486.18**

* Restated (refer note 39)

The accompanying notes form an integral part of these financial statements.

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 24, 2022

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

PD Mundhra
Executive Director

Biren Gabhawala
Director

Srinivasan Nadadhur
Chief Financial Officer

Pratik Bhanushali
Company Secretary

NOTES TO THE FINANCIAL STATEMENTS

1. Corporate information

The Company 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 domiciled in India and has its registered office at Mumbai, Maharashtra, India.

The standalone financial statements for the year ended March 31, 2022 were authorised for issue in accordance with a resolution of the board of directors on May 24, 2022.

2.A. Significant 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

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 significant 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. Advance billing is shown as contract liabilities under other current financial liabilities. 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 38.

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
- 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 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 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 operating 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.

l. 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.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' arrangement; 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. Further, the Company has also adopted Ind AS 116 'Leases' with effect from April 1, 2019 using the modified retrospective method.

The Company 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 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 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. Estimation of uncertainties relating to the global health pandemic from COVID-19

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables, unbilled revenue, investment in subsidiaries, intangible assets, other financial assets, revenues and costs, leases and its hedging program. In assessing the recoverability of its assets, the Company has used internal and external sources of information up to the date of approval of these standalone financial results and expects to recover the net carrying amount of its assets. The Company also expects the demand for services to remain volatile for some more time. However, the actual impact of COVID-19 on the Company's financial statements may differ from that estimated and the Company will continue to closely monitor any material changes to future economic conditions.

3. Property, plant and equipment

(Rupees in Million)

Particulars	Computer Hardware	Leasehold improvements	Furniture & fixtures	Office equipments	Total
Cost					
As at April 1, 2020	**540.10**	**408.21**	**105.75**	**429.74**	**1,483.78**
Additions	231.16	12.12	0.93	22.12	266.33
Disposals	(17.41)	(7.24)	(8.96)	(21.41)	(55.02)
As at March 31, 2021	**753.85**	**413.09**	**97.72**	**430.45**	**1,695.09**
Additions	289.64	0.21	-	39.75	329.60
Disposals	(32.90)	-	-	(4.66)	(37.56)
As at March 31, 2022	**1,010.59**	**413.30**	**97.72**	**465.54**	**1,987.13**
Depreciation and impairment					
As at April 1, 2020	**409.76**	**145.33**	**47.67**	**338.15**	**940.89**
Depreciation charge for the year	177.25	35.69	13.98	47.78	274.70
Disposals	(17.39)	(6.39)	(6.49)	(20.23)	(50.50)
As at March 31, 2021	**569.62**	**174.63**	**55.16**	**365.70**	**1,165.09**

Depreciation charge for the year	205.87	36.72	10.62	37.52	290.73
Disposals	(32.57)	-	-	(4.48)	(37.05)
As at March 31, 2022	**742.92**	**211.35**	**65.78**	**398.74**	**1,418.77**
Net Book Value					
As at March 31, 2022	**267.67**	**201.95**	**31.94**	**66.80**	**568.36**
As at March 31, 2021	**184.23**	**238.46**	**42.56**	**64.75**	**530.00**

Capital Work in Progress*

(Rupees in Million)

Particulars	As at March 31, 2022	As at March 31, 2021
Leasehold improvements	21.68	-
	21.68	**-**

* 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 exeeded its cost compared to original plan.

4. Intangible assets

(Rupees in Million)

Particulars	Computer Software
Cost	
As at April 1, 2020	**196.15**
Additions	26.38
Disposals	
As at March 31, 2021	**222.53**
Additions	20.80
Disposals	-
As at March 31, 2022	**243.33**
Amortisation and impairment	
As at April 1, 2020	**167.58**
Amortisation charge for the year	17.08
Disposals	-
As at March 31, 2021	**184.66**
Amortisation charge for the year	21.42
Disposals	-
At March 31, 2021	**206.08**
Net Book Value	
As at March 31, 2022	**37.25**
As at March 31, 2021	**37.87**

5. Financial assets

(Rupees in Million)

5.1. Investments	As at March 31, 2022	As at March 31, 2021
Non current investments (Unquoted, carried at cost)		
Investments in equity shares of subsidiaries		
eClerx LLC	1,745.69	1,721.84
eClerx Limited	37.25	32.97
eClerx Private Limited	5.71	4.26
eClerx Investments (UK) Limited	495.67	494.53
Investments in preference shares of subsidiaries		
eClerx LLC	1,244.02	1,244.02
eClerx Investments (UK) Limited	1,344.77	1,344.77
eClerx Investments Limited	605.67	605.67
	5,478.78	**5,448.06**
Less: Provision for diminution in value of investments	(605.67)	(605.67)
	4,873.11	**4,842.39**
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	17.18	-
	19.58	**2.40**
Total Non- Current Investments	**4,892.69**	**4,844.79**
Current investments (Quoted, carried at fair value through profit and loss)		
Investments in mutual funds	1,939.21	2,283.80
Total current investments	**1,939.21**	**2,283.80**
Aggregate book value of quoted investments	1,939.21	2,283.80
Aggregate market value of quoted investments	1,939.21	2,283.80
Aggregate value of unquoted investments	4,892.69	4,844.79
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.

(Rupees in Million)

5.2 Derivative instruments	As at March 31, 2022	As at March 31, 2021
Financial assets		
Derivative instruments at fair value through OCI		
Cash flow hedges		
Foreign exchange forward contracts	162.86	264.56
Total derivative instruments at fair value through OCI	**162.86**	**264.56**
Current	138.27	239.03
Non Current	24.59	25.53
	162.86	**264.56**

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").

(Rupees in Million)

5.3 Long term loans	
As at March 31, 2020 (Net of loss allowance)	711.60
Impact on account of change in accounting policy (refer note 39)	(711.60)
As at April 1, 2020	-
As at April 1, 2021	-
As at April 1, 2022	**-**

6. Trade receivables

(Rupees in Million)

	As at March 31, 2022	As at March 31, 2021
Trade receivables	2,285.77	1,908.01
Receivables from other related parties	76.97	35.05
Total trade receivables	**2,362.74**	**1,943.06**
Considered good - Secured	-	-
Considered good - Unsecured	2,362.74	1,943.06
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - credit impaired	0.66	0.84
	2,363.40	1,943.90
Less: Loss allowance	(0.66)	(0.84)
	2,362.74	**1,943.06**

Trade receivables outstanding for following period from due date of payment

(Rupees in Million)

	As at March 31, 2022	As at March 31, 2021
Undisputed trade receivables considered good		
Current but not due	2,104.73	1,768.20
Less than 6 months	256.03	168.88
6 months to one year	1.98	5.98
Undisputed trade receivables - credit impaired		
Current but not due	-	-
Less than 6 months	-	-
6 months to one year	0.66	0.84
	2,363.40	**1,943.90**
Less: Loss allowance	(0.66)	(0.84)
	2,362.74	**1,943.06**

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, 2022	As at March 31, 2021
Balances with banks:		
In current accounts	1,131.68	1,381.77
Earmarked bank balance towards dividend	0.28	0.58
Earmarked bank balance towards fractional share payout	0.01	0.01
Deposits with original maturity of less than three months	320.00	-
	1,451.97	**1,382.36**
7.b. Other bank balances		
Deposits with original maturity of more than three months but less than twelve months	292.58	781.61
Deposits with original maturity of more than twelve months	351.49	0.24
Interest receivable	10.33	8.17
Deposits pledged with banks against sanctioned overdraft limits	63.80	321.08
	718.20	**1,111.10**
	2,170.17	**2,493.46**

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 Company. The time deposits earn interest at the respective deposit rates.

8. Other financial assets

(Rupees in Million)

	As at March 31, 2022	As at March 31, 2021
Non-current		
Corporate premises rent deposits	163.38	141.30
Other deposits	18.10	16.70
Deposit with original maturity more than twelve months	0.35	-
Deposits pledged with banks against sanctioned overdraft limits	5.93	6.35
	187.76	**164.35**

Time deposits are placed for varying periods ranging from 1,826 days to 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	1,335.66	805.66
Recoverable expenses from client	5.42	0.84
Other advances	106.27	72.96
	1,447.35	**879.46**
	1,635.11	**1,043.81**

Break up of financial assets carried at amortised cost		
Trade receivables (refer note 6)	2,362.74	1,943.06
Cash and cash equivalents and other bank balances (refer note 7.a. & 7.b.)	2,170.17	2,493.46
Other financial assets (refer note 8)	1,635.11	1,043.81
Total financial assets carried at amortised cost	**6,168.02**	**5,480.33**

9. Other non-current assets

(Rupees in Million)

	As at March 31, 2022	As at March 31, 2021
Prepaid expenses	33.50	30.48
Capital advances	2.33	1.46
Goods & Service Tax ("GST") credits	2.08	3.45
	37.91	**35.39**

10. Other current assets

(Rupees in Million)

	As at March 31, 2022	As at March 31, 2021
Prepaid expense	101.05	99.45
GST, Service tax and other tax credits	150.13	198.95
Service Exports from India Scheme Licence ("SEIS") receivables	217.00	217.00
	468.18	**515.40**

11. Share capital

(Rupees in Million)

	Equity shares	
	As at March 31, 2022	As at March 31, 2021
Authorised share capital		
50,010,000 (March 31, 2021: 50,010,000) shares of Rs. 10 each	500.10	500.10
Issued, subscribed and fully paid up*		
33,098,094 (March 31, 2021: 34,005,981) shares of Rs. 10 each fully paid up	330.98	340.06

* Refer note 39 and statement of changes in equity

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

The Company has not issued any shares by way of bonus issue by capitalising securities premium during the period of five years immediately preceding the balance sheet date.

Aggregate number of equity shares bought back during the period of five years immediately preceding the reporting date:

The Board of Directors vide their meeting dated August 13, 2021 approved buyback of equity shares of the Company for an aggregate amount not exceeding Rs. 3,030 million at a buyback price not exceeding Rs. 3,200 per equity share from the shareholders/beneficial owners of the company. The shareholders' approval was procured vide postal ballot, results of which were announced on September 16, 2021 and the Company concluded the said buyback of 1,063,157 equity shares of Rs 10 each at the buyback price of Rs. 2,850 per share, as approved by the Buy Back Committee at its meeting dated September 17, 2021 and the total buy back amount of Rs. 3,030 million. The settlement date for the said buyback was November 9, 2021. The shares so bought back were extinguished and the issued and paid up capital stands amended accordingly. Further, the Company has incurred buy back expenses of Rs. 27.88 million and buy back tax of Rs. 665.54 million. During the period of 5 years immediately preceding the balance sheet date the Company bought back 2,093,815 shares in FY 2020-21 and 1,746,666 shares in FY 2019-20 and 1,290,000 shares in FY 2017-18 and 1,170,000 shares in FY 2016-17.

Details of shareholders holding more than 5% shares in the Company

	As at March 31, 2022		As at March 31, 2021	
	Number of shares	% Holding	Number of shares	% Holding
Anjan Malik	9,007,664	26.63%	9,365,204	26.84%
PD Mundhra	9,011,401	26.64%	9,369,043	26.85%
HDFC Trustee Company Limited - HDFC Children's Gift Fund - Investment Plan	2,241,209	6.63%	2,237,987	6.41%

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, 2022 is as follows

Promoter name	No. of shares	% of total shares	% change during the year
Anjan Malik	9,007,664	26.63%	(0.21%)
PD Mundhra	9,011,401	26.64%	(0.21%)
Promoter Group			
Shweta Mundhra	292	0.00%	0.00%
Vijay Kumar Mundhra	20,779	0.06%	0.00%
Supriya Modi	16,582	0.05%	0.00%

Disclosure of shareholding of promoters as at March 31, 2021 is as follows

Promoter name	No. of shares	% of total shares	% change during the year
Anjan Malik	9,365,204	26.84%	1.52%
PD Mundhra	9,369,043	26.85%	1.52%
Promoter Group			
Shweta Mundhra	292	0.00%	0.00%
Vijay Kumar Mundhra	20,779	0.06%	0.00%
Supriya Modi	17,038	0.05%	0.00%

12. Other equity

(Rupees in Million)

Securities premium

As at April 1, 2020	**13.83**
Less: Amount utilised on account of buyback of shares	(13.83)
As at March 31, 2021	**(0.00)**
As at March 31, 2022	**(0.00)**

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares, buy back of equity shares, etc. in accordance with the provisions of the Companies Act, 2013.

Share based payment reserve

As at April 1, 2020	**185.16**
Less: Share based payment charge / (credit) net off stock options forfeited during the year	(12.14)
Less: Transfer to retained earnings on account of stock options not exercised	(27.58)
As at March 31, 2021	**145.44**
Less: Share based payment charge / (credit) net off stock options forfeited during the year	38.95
Less: Transfer to general reserve on exercise of stock options	(77.53)
As at March 31, 2022	**106.86**

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

(Rupees in Million)

As at April 1, 2020	**(255.20)**
Add: Net movement on cash flow hedges	605.57
Less: Deferred tax on net movement on cash flow hedges	(152.41)
As at March 31, 2021	**197.96**
Less: Net movement on cash flow hedges	(101.69)
Add: Deferred tax on net movement on cash flow hedges	25.59
As at March 31, 2022	**121.86**

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

(Rupees in Million)

As at April 1, 2020	**0.10**
As at March 31, 2021	**0.10**
As at March 31, 2022	**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

(Rupees in Million)

As at April 1, 2020	-
As at March 31, 2021	**-**
Add: Gain on buyback of shares held by eClerx Employee Welfare Trust	29.74
Add: Gain on shares sold by eClerx Employee Welfare Trust on exercise of stock options	10.26
Add: Transferred from share based payment reserve on exercise of options	77.53
As at March 31, 2022	**117.53**

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

(Rupees in Million)

As at April 1, 2020	**42.45**
Add : Amount transferred from retained earnings on account of buyback of shares	20.94
As at March 31, 2021	**63.39**
Add : Amount transferred from retained earnings on account of buyback of shares	10.63
As at March 31, 2022	**74.02**

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

(Rupees in Million)

As at March 31, 2020	**10,756.89**
Impact on account of change in accounting policy (refer note 39)	368.03
As at April 1, 2020	**11,124.92**
Add: Profit during the year	2,387.91
Less: Remeasurement losses on defined benefit plans	(23.95)
Add: Transfer on account of stock options not exercised	27.58
Less: Dividend and dividend tax paid (refer note 13)	(34.01)
Less: Share buyback expenses	(9.47)
Less: Tax on buyback of shares	(243.00)
Less: Amount transferred to capital redemption reserve on account of buyback of shares	(20.94)
Less: Amount utilised on account of buy back of shares	(1,060.24)
As at March 31, 2021	**12,148.80**
Add: Profit during the year	3,548.96
Less: Remeasurement losses on defined benefit plans	(11.12)
Less: Dividend paid (refer note 13)	(34.16)
Less: Share buyback expenses	(27.88)
Less: Tax on buyback of shares	(654.50)
Less: Amount transferred to capital redemption reserve on account of buyback of shares	(10.63)
Less: Amount utilised on account of buy back of shares	(3,019.37)
As at March 31, 2022	**11,940.10**

Retained earnings represent the amount of accumulated earnings of the Company.

Other reserves

(Rupees in Million)

	As at March 31, 2022	As at March 31, 2021
Securities premium account	-	(0.00)
Share based payment reserve	106.86	145.44
Cashflow Hedging reserve	121.86	197.96
Capital reserve	0.10	0.10
General reserve	117.53	-
Capital redemption reserve	74.02	63.39
Retained earnings	11,940.10	12,148.80
	12,360.47	**12,555.69**

Treasury Shares

(Rupees in Million)

As at March 31, 2020	**-**
Impact on account of change in accounting policy (refer note 39)	(1,069.51)
As at April 1, 2020	**(1,069.51)**
Add: Buy back of shares held by eClerx Employee Welfare Trust	-
As at March 31, 2021	**(1,069.51)**
Add: Shares purchased by eClerx Employee Welfare Trust	(169.75)
Less: Buyback of shares held by eClerx Employee Welfare Trust	23.47
Less: Shares Sold by eClerx Employee Welfare Trust on exercise of stock options	269.59
As at March 31, 2022	**(946.20)**

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, 2022	As at March 31, 2021
Cash dividends on equity shares declared and paid:		
Final dividend for the year ended on March 31, 2021: Re. 1 per share (March 31, 2020: Rs. 1 per share)	34.16	34.01
	34.16	**34.01**
Proposed dividends on equity shares:		
Cash dividend for the year ended on March 31, 2022: Re. 1 per share (March 31, 2021: Re. 1 per share)	33.10	34.01
	33.10	**34.01**

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, 2022.

14. Employee benefit obligations

(Rupees in Million)

	As at March 31, 2022	As at March 31, 2021
Non-current		
Gratuity (refer note 28)	320.57	309.48
Incentive to employees	36.83	77.77
	357.40	**387.25**
Current		
Gratuity (refer note 28)	41.00	41.00
Compensated absences	185.43	155.62
Incentive to employees	547.72	398.42
	774.15	**595.04**

15. Trade payables

15.a. Dues of Micro enterprises and small enterprises

(Rupees in Million)

	As at March 31, 2022	As at March 31, 2021
Trade payables	3.28	5.08
Principal amount paid (includes unpaid) beyond the appointed date	-	-
Interest due and payable for the year	-	-
Interest accrued and remaining unpaid	**-**	**-**
15.b. Dues of creditors other than Micro enterprises and small enterprises		
Trade payables	10.94	6.40
Trade payables to related parties	777.60	581.43
	788.54	**587.83**

- All trade payables outstanding as on March 31, 2022 and March 31, 2021 are undisputed and outstanding for less than a year from due date of payment
- 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, 2022	As at March 31, 2021
Accrued expense	298.36	196.90
Contract liabilities	326.35	288.27
Payables for capital expenditure	-	8.28
Payable to employees and settlor on exercise of options	8.99	-
Unpaid dividend	0.29	0.58
Unpaid fractional share payout	0.01	0.01
	634.00	**494.04**

Break up of financial liabilities at amortised cost		
Other financial liabilities	634.00	494.04
Trade payables	791.82	592.91
	1,425.82	**1,086.95**

17. Other current liabilities

(Rupees in Million)

	As at March 31, 2022	As at March 31, 2021
Statutory dues	84.62	58.11
Others	-	0.18
	84.62	**58.29**

18. Income taxes

The major components of income tax expense for the years ended March 31, 2022 and March 31, 2021 are:

Statement of profit and loss:
Profit and loss section

(Rupees in Million)

	As at March 31, 2022	As at March 31, 2021
Current Income tax:		
Current income tax charge	1,220.23	869.28
Adjustment in respect of current income tax of previous year	(4.79)	8.45
Deferred tax	**3.78**	**(21.79)**
Income tax expense reported in the statement of profit and loss	**1,219.22**	**855.94**

OCI section		
Deferred tax related to items recognised in OCI during in the year:		
Net movement on cash flow hedges	25.59	(152.41)
Net movement on remeasurement losses on defined benefit plans	3.74	8.06
Deferred tax credited / (charged) to OCI	**29.33**	**(144.35)**

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2022 and March 31, 2021:

(Rupees in Million)

	As at March 31, 2022	As at March 31, 2021
Accounting profit before income tax	**4,768.18**	**3,243.85**
At India's statutory income tax rate of 25.168% (March 31, 2021: 25.168%)	1,200.06	816.41
Adjustments in respect of current income tax of previous years	(4.79)	8.45
Non-deductible (income)/ expenses for tax purposes	23.95	31.08
Income tax expense reported in the statement of profit and loss	**1,219.22**	**855.94**

At the effective income tax rate of 25.57% (March 31, 2021: 26.39%)

Deferred tax:

	Balance Sheet		Profit & Loss	
Deferred tax relates to the following:	**As at March 31, 2022**	**As at March 31, 2021**	**For the year ended March 31, 2022**	**For the year ended March 31, 2021**
Accelerated depreciation for tax purposes	135.90	134.01	(1.89)	(5.17)
Gratuity	72.77	73.71	0.94	(7.95)
Expenses available for offsetting against future taxable income	16.52	23.73	7.21	(11.46)
Leases as per IND AS 116	79.52	74.00	(5.52)	(10.31)
Gain on fair valuation of current investment	(16.14)	(13.10)	3.04	13.10
Deferred tax on cash flow hedges	(40.99)	(66.58)	-	-
Deferred tax on remeasurement gain on defined benefit plans	18.23	14.49	-	-
Deferred tax (income) / expense			**3.78**	**(21.79)**
Net deferred tax assets	**265.81**	**240.26**		

Reflected in the balance sheet as follows:

	As at March 31, 2022	As at March 31, 2021
Deferred tax assets	322.94	319.94
Deferred tax liabilities	(57.13)	(79.68)
Deferred tax assets, net	**265.81**	**240.26**

Reconciliation of deferred tax assets, net:

Opening balance	**240.26**	**362.83**
Tax (expense) / Income during the period recognised in profit and loss	(3.78)	21.79
Tax income / (expense) during the period recognised in OCI	29.33	(144.36)
Closing balance	**265.81**	**240.26**

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)

	For the Year ended March 31, 2022	For the Year ended March 31, 2021
Sale of services	15,513.12	11,974.01
Other operating revenue	-	-
Total	**15,513.12**	**11,974.01**
Revenues consist of the following:		
Revenue from ITeS services	14,669.93	11,468.77
Revenue from software development, licensing of software products & related services	843.19	505.24
Total revenue from operations	**15,513.12**	**11,974.01**

Disaggregate 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	10,829.03	8,694.63
United Kingdom	1,041.70	664.95
Europe	2,083.08	1,713.85
Asia Pacific	1,559.31	900.58
Total	**15,513.12**	**11,974.01**

Revenues by contract type

Time & Materials	15,279.36	11,746.25
Fixed Price	233.76	227.76
Total	**15,513.12**	**11,974.01**

Reconciliation of the amount of revenue recognised in the statement of profit and loss with the contracted price :

Revenue as per contracted price	15,704.42	12,082.29
Reductions towards variable consideration components*	(191.30)	(108.28)
Revenue from contract with customers	**15,513.12**	**11,974.01**

*The reduction towards variable component comprises of volume discounts.

During the year ended March 31, 2022, the Company recognised revenue of Rs.214.64 million arising from opening unearned revenue as of April 1, 2021. During the year ended March 31, 2021, the Company recognised revenue of Rs 123.05 million arising from opening unearned revenue as on April 1, 2020.

During the years ended March 31, 2022 and March 31, 2021, there is no revenue recognised from performance obligations satisfied (or partially satisfied) in previous periods.

As at March 31, 2022 and March 31, 2021, 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, 2022, other than those meeting the exclusion criteria mentioned above, is Rs. 904.01 million (March 31, 2021 Rs. 666.82 million). Out of this, the Company expects to recognise revenue of around 35.18% (March 31, 2021 Rs. 44.14%) 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)

	For the Year ended March 31, 2022	For the Year ended March 31, 2021
Interest income on fixed deposits	43.95	82.24
Interest income on corporate rent deposits	17.07	15.35
Profit on sale of current investments	57.24	224.51
Miscellaneous income	4.04	1.01
Fair value gain on financial instruments (mutual funds) at fair value through profit or loss	11.58	-
Gain on sale of fixed assets/assets disposed off (net)	1.29	-
Foreign exchange gain (net)	63.32	-
Government Grant	6.99	0.78
Gain on lease modification	-	5.72
	205.48	**329.61**

21. Employee benefits expense

(Rupees in Million)

	For the Year ended March 31, 2022	For the Year ended March 31, 2021
Salaries, wages and bonus	5,837.72	4,619.86
Contribution to provident and other funds	99.76	83.10
Employee stock compensation	13.81	9.29
Gratuity expense	68.18	59.59
Staff welfare expense	29.25	24.37
	6,048.72	**4,796.21**

22. Depreciation and amortisation expense

(Rupees in Million)

	For the Year ended March 31, 2022	For the Year ended March 31, 2021
Depreciation of tangible assets	290.73	274.70
Amortisation of intangible assets	21.42	17.08
Depreciation on Right of use on lease assets	204.54	208.26
	516.69	**500.04**

23. Other expense

(Rupees in Million)

	For the Year ended March 31, 2022	For the Year ended March 31, 2021
Sales and marketing services	2,653.76	2,246.41
Rent expenses	129.32	132.97
Travelling expenses	21.53	1.67
Communication expenses	130.71	106.57
Legal and professional charges	240.01	114.19
Repairs and maintenance		
Building	1.83	2.04
Others	2.06	2.52
Rates and taxes	7.55	17.28
Office expenses	29.06	15.73
Housekeeping services	17.97	20.68
Security charges	26.02	27.35
Insurance expenses	37.33	24.42
Subscription & membership fees	95.38	51.91
Electricity	61.40	65.74
Local conveyance	49.85	43.86
Computer and electrical consumables	177.31	159.58
Printing and stationery	1.81	1.50
Bad debts written off	1.22	1.73
Provision for doubtful debts (reversed)/provided	(0.19)	0.84
Business promotion	1.62	0.52
Bank charges	3.41	6.39
Directors' sitting fees	2.16	2.52
Auditor's remuneration	10.10	9.50
Loss on foreign exchange fluctuation (net)	-	75.38
Fair value loss on financial instruments at fair value through profit or loss	-	70.23
Loss on sale of fixed assets/assets disposed off (net)	-	3.56
Corporate Social Responsibility ("CSR") expenditure (refer details below)	50.78	52.51
Gain/ loss on fair valuation of non current investment	2.82	-
Miscellaneous expense	18.37	18.92
	3,773.19	**3,276.52**

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 a follows:

(Rupees in Million)

	For the Year ended March 31, 2022	For the Year ended March 31, 2021
Revenue expenditure	112.95	89.00
Capital expenditure	-	-
	112.95	**89.00**

Payments to auditors:

As auditor		
Audit fee	5.04	4.83
Limited review	4.51	3.27
Other services (certification fees)	0.55	1.40
Reimbursement of expenses	-	-
	10.10	**9.50**

Details of CSR expenditure:

Gross amount required to be spent by the Company during the year: Rs. 52.81 (March 31, 2021: Rs. Rs. 55.28) million.
Gross amount approved by the board to be spent during the year: Rs. 52.81 (March 31, 2021: Rs. Rs. 55.28) 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, 2022

	In cash	Yet to be paid in cash	Total
i) Construction/acquisition of any asset	-	-	-
ii) On purposes other than above	50.78	-	50.78

For the year ended March 31, 2021

i) Construction/acquisition of any asset	-	-	
ii) On purposes other than above	52.51	-	**52.51**

CSR amount spent or unspent for the financial year

(Rupees in Million)

	For the Year ended March 31, 2022	For the Year ended March 31, 2021
Contribution to charitable trusts *	50.78	52.51
Unspent amount in relation to:		
Ongoing project	-	-
Other than ongoing project	-	-
	50.78	**52.51**

* none of the charitable trusts are related party

24. Details of non - current investments

	As at March 31		Currency	Face value	As at March 31	
	2022	2021			2022	2021
	No. of shares/units				Rupees in Million	
Investments in unquoted equity instruments (fully paid up)						
Talentick Edusolutions Private Limited	8,000	8,000	INR	1	2.40	2.40
Investment in Class A units						
Stellaris Venture Partners India Trust II	200	-	INR	100,000	17.18	-
Investments in equity shares of subsidiaries (fully paid up) [Trade]						
eClerx LLC (Refer Note 5)	135	135	USD	1	1,745.69	1,721.84
eClerx Limited	100	100	GBP	1	37.25	32.97
eClerx Private Limited	1	1	SGD	1	5.71	4.26
eClerx Investments (UK) Limited (Refer Note 5)	5,251,224	5,251,224	GBP	1	495.67	494.53
Investments in unquoted preference shares (fully paid up) of subsidiaries [Trade]						
eClerx LLC (Refer Note 5)	74	74	USD	1	1,244.02	1,244.02
eClerx Investments (UK) Limited (Refer Note 5)	13,434,888	13,434,888	GBP	1	1,344.77	1,344.77
eClerx Investments Limited	7,776,000	7,776,000	GBP	1	605.67	605.67
Less: Provision for diminution in value of investment					(605.67)	(605.67)
Total					**4,892.69**	**4,844.79**

25. Details of current investments

	As at March 31		As at March 31	
	2022	2021	2022	2021
	Number of units		Rupees in Million	
Investments in Indian money market mutual funds				
Aditya Birla Sun Life Overnight Fund- Growth- Direct Plan	42,023	188,715	48.31	210.03
IDFC Ultra Short Term Fund Direct Plan - Growth	24,867,088	24,867,088	308.63	297.69
IDFC Low Duration Fund- Growth- (Direct Plan)	3,496,931	3,496,931	111.41	107.21
IDFC Cash Fund- Growth- (Direct Plan)	124,497	136,714	320.07	339.87
IDFC Low Duration Fund- Growth- (Regular Plan)	6,651,346	6,651,346	208.57	201.17
Invesco India Overnight Fund - Direct Plan Growth	-	54,259	-	56.45
Invesco India Liquid Fund - Direct Plan Growth	109,485	90,809	320.06	256.63
Nippon India Overnight Fund- Direct Growth Plan	532,006	-	60.71	-
UTI Liquid Cash Plan - Regular Plan - Growth	-	89,485	-	300.05
DSP Liquidity Fund- Regular Plan- Growth	-	41,306	-	120.6
DSP Overnight Fund - Direct - Growth	-	24,677	-	27.20

	As at March 31		As at March 31	
	2022	2021	2022	2021
	Number of units		Rupees in Million	
Investments in Indian money market mutual funds				
DSP Savings Fund- Direct Plan- Growth	-	8,679,317	-	365.40
Aditya Birla Sun Life Liquid Fund - Daily dividend - Direct Plan	-	14,921	-	1.50
Invesco India Money Market Fund - Direct Plan - Growth	47,586	-	120.92	-
L&T Liquid Fund Direct Plan -Growth	112,024	-	326.55	-
Birla Sun Life Cash Plus – Direct - Daily Dividend Reinvestment Option	9,227	-	0.92	-
Kotak Liquid Scheme - Regular - Growth	26,448	-	113.06	-
Total			**1,939.21**	**2,283.80**

26. Components of Other Comprehensive Income ("OCI")

The disaggregation of changes to OCI by each type of reserve in equity is shown below:

During the year ended March 31, 2022: (Rupees in Million)

	Cash flow hedge reserve	Retained earnings	Total
Net movement on cash flow hedges	(101.69)	-	(101.69)
Income tax effect on net movement on cash flow hedges	25.59	-	25.59
Remeasurement losses on defined benefit plans	-	(14.86)	(14.86)
Income tax effect on remeasurement gains/(loss) on defined benefit plans	-	3.74	3.74
	(76.10)	**(11.12)**	**(87.22)**

During the year ended March 31, 2021: (Rupees in Million)

	Cash flow hedge reserve	Retained earnings	Total
Net movement on cash flow hedges	605.57	-	605.57
Income tax effect on net movement on cash flow hedges	(152.41)	-	(152.41)
Remeasurement losses on defined benefit plans	-	(32.01)	(32.01)
Income tax effect on remeasurment gains/(losses) on defined benefit plans	-	8.06	8.06
	453.16	**(23.95)**	**429.21**

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, 2022	As at March 31, 2021
Profit attributable to equity holders (Rupees in Million)	3,548.96	2,387.91
Weighted average number of equity shares for basic EPS*	33,713,347	34,621,619
Dilutive impact of employee stock options*	621,496	138,147
Weighted average number of equity shares adjusted for the effect of dilution*	34,334,843	34,759,766
Earnings per equity share (in Rs.)		
Basic	105.27	68.97
Diluted	103.36	68.70

*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

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:

(Rupees in Million)

	As at March 31, 2022	As at March 31, 2021
Current service cost	45.16	40.77
Interest cost on benefit obligation	23.26	19.39
Return on plan assets (excluding amounts included in net interest expense)	(0.24)	(0.57)
	68.18	**59.59**

(Rupees in Million)

	Defined benefit obligation	Fair value of plan assets	Total
Employee benefit liability as on April 1, 2020	**295.55**	**8.68**	**286.87**
Gratuity cost charged to statement of profit and loss			
Current service cost	40.77	-	40.77
Net interest expense	19.39	-	19.39
Return on plan assets (excluding amounts included in net interest expense)	-	0.57	(0.57)
Sub-total included in statement of profit and loss (refer note 21)	**60.16**	**0.57**	**59.59**

(Rupees in Million)

	Defined benefit obligation	Fair value of plan assets	Total
Benefits paid			
from fund	(33.49)	(33.49)	-
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	(0.42)	-	(0.42)
Experience adjustments	32.30	-	32.30
Sub-total of remeasurment losses included in OCI	**31.88**	**-**	**31.88**
Contributions by employer	**-**	**27.86**	**(27.86)**
Employee benefit liability as on March 31, 2020	**354.10**	**3.62**	**350.48**
Employee benefit liability as on April 1, 2021	**354.10**	**3.62**	**350.48**
Gratuity cost charged to statement of profit and loss			
Current service cost	45.16	-	45.16
Net interest expense	23.26	-	23.26
Return on plan assets (excluding amounts included in net interest expense)	-	0.24	(0.24)
Sub-total included in statement of profit and loss (refer note 21)	**68.42**	**0.24**	**68.18**
Benefits paid			
from fund	(64.55)	(64.55)	-
paid by employer	-	-	-
Remeasurement losses / (gains) in other comprehensive income			
Actuarial changes arising from changes in demographic assumptions	(0.17)	-	(0.17)
Actuarial changes arising from changes in financial assumptions	(11.88)	-	(11.88)
Experience adjustments	26.91	-	26.91
Sub-total of remeasurment losses included in OCI	**14.86**	**-**	**14.86**
Contributions by employer	-	71.95	(71.95)
Employee benefit liability as on March 31, 2022	**372.83**	**11.26**	**361.57**

The principal assumptions used in determining gratuity obligations of the Company are shown below:

	March 31, 2022	March 31, 2021
	%	%
Discount rate:		
India gratuity plan	6.85	6.57
Future salary increases:		
India gratuity plan	6.00	6.00
Assumption:		
Expected return on plan assets	6.85	6.57
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	(38.17)	(38.39)
Effect of -1% Change in discount rate	45.19	45.77
Effect of +1% Change in future salary increases	38.26	39.83
Effect of -1% Change in future salary increases	(34.11)	(34.86)
Effect of +1% Change in employee turnover	4.18	1.85
Effect of -1% Change in employee turnover	(4.85)	(2.32)

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:

	As at March 31, 2022	As at March 31, 2021
Within the next 12 months (next annual reporting period)	18.67	15.89
Between 2 and 5 years	78.74	66.98
Between 5 and 10 years	112.80	103.79
Total expected payments	**210.21**	**186.67**

The average duration of the defined benefit plan obligation at the end of the reporting period is 13 years (March 31, 2021: 14 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 Commitee. 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)

	As at March 31, 2022	As at March 31, 2021
Expense arising from equity-settled share-based payment transactions	13.81	9.29
Total expense arising from share-based payment transactions	**13.81**	**9.29**

ESOP 2011 scheme:

The Company instituted ESOP 2011 scheme under which 1,600,000 stock options have been allocated for grant to the employees. The scheme was approved by the shareholders at the Eleventh Annual General Meeting held on August 24, 2011. The Scheme was subsequently amended to increase the number of options to 2,600,000 stock options vide resolution passed at Thirteenth Annual General Meeting held on August 22, 2013.

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:

(Rupees in Million)

	March 31, 2022	March 31, 2022	March 31, 2021	March 31, 2021
	No. of options	WAEP	No. of options	WAEP
Outstanding at the beginning of the year	-	-	136,053	1,196.25
Forfeited during the year	-	-	136,053	1,196.25
Exercised during the year	-	-	-	-
Outstanding at the end of the year	-	-	-	-
Exercisable at the end of the year	-		-	-

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 31, 2022, the ESOP trust has bought 74,440 shares (March 31,2021: Nil) from open market. As at March 31, 2022, ESOP Trust holds 728,335 shares (March 31, 2021 : 8,83,605) 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:

(Rupees in Million)

	March 31, 2022	March 31, 2022	March 31, 2021	March 31, 2021
	No. of options	WAEP	No. of options	WAEP
Outstanding at the beginning of the year	**1,064,048**	**864.21**	**930,698**	**1,082.00**
Granted during the year	362,500	1,225.48	318,080	413.03
Forfeited during the year	180,207	1,172.03	184,730	1,185.44
Exercised during the year	212,600	1,338.08	-	-
Outstanding at the end of the year	**1,033,741**	**839.78**	**1,064,048**	**864.21**
Exercisable at the end of the year	126,410		212,827	

The weighted average remaining contractual life for the share options outstanding as at March 31, 2022 was 3.99 years (March 31, 2021: 3.77 years).

The range of exercise prices for options outstanding at the end of the year was Rs. 413.03 to Rs. 1,379.15 (March 31, 2021: 413.03 to Rs. 1,379.15).

The weighted average fair value of options granted during the year was Rs.304.29 (March 31, 2021: Rs.85.29)

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 :

(Rupees in Million)

	For the year ended March 31,2022	For the year ended March 31,2021
Date of grant	June 10, 2021	June 09, 2020
Dividend yield (%)	7.08	7.49
Expected volatility (%)	40.30	35.83
Risk–free interest rate (%)	5.50	5.38
Expected life of share options (years)	4.31	4.31
Model used	Black and Scholes	Black and Scholes
Stock Price (Rs.)	1,292.80	413.03
Exercise Price (Rs.)	1,225.48	413.03

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. Further, the Company has also adopted Ind AS 116 ‘Leases’ with effect from April 1, 2019 using the modified retrospective method.

The changes in the carrying values of right-of-use asset for the year ended March 31, 2022 and March 31, 2021 are given below.

Gross carrying value

As at April 01, 2020	**1,225.69**
Adjustment on account of IND AS 116 "Leases"	
Additions	135.79
Deletions	81.08
As at March 31, 2021	**1,280.40**
Additions	41.81
Deletions	-
As at March 31, 2022	**1,322.21**
Depreciation and impairment	
As at April 1, 2020	**207.03**
Depreciation charge for the year	208.26
Deletions	50.06

As at March 31, 2021	**365.23**
Depreciation charge for the year	204.54
Deletions	-
As at March 31, 2022	**569.77**
Net Book Value	
As at March 31, 2022	**752.44**
As at March 31, 2021	**915.17**

Set out below are the carrying amounts of lease liabilities and the movements during the the year ended March 31, 2022 and March 31, 2021:

As at April 01, 2020	**1,269.95**
Adjustment on adoption of Ind AS 116 'Leases'	-
Additions	135.79
Deletions	(34.43)
Accretion of interest	183.62
Repayments	(346.48)
As at March 31, 2021	**1,208.45**
Additions	41.81
Deletions	-
Accretion of interest	164.24
Repayments	(346.44)
As at March 31, 2022	**1,068.06**

(Rupees in Million)

	March 31, 2022	March 31, 2021
Current	215.49	184.08
Non-current	852.57	1,024.37
	1,068.06	**1,208.45**

The maturity analysis of undiscounted lease liabilities as at March 31, 2022 and March 31, 2021 are as follows:

Less than 1 year	361.21	348.53
1 to 5 years	958.58	1,095.45
>5 years	249.17	409.63
	1,568.96	**1,853.61**

The following amounts are recognised in Statement of Profit and Loss for the year ended March 31,2022:

Depreciation expenses on right-of-use assets	204.54	208.26
Interest expense on lease liabilities	164.24	183.62
	368.78	**391.88**

The Company had total cash outflows for leases of Rs. 346.44 million for the year ended March 31, 2022 (March 31, 2021: 346.48). There are no non-cash additions to right-of-use assets and lease liabilities for the year ended March 31, 2022 (March 31, 2021: Nil). There are no future cash outflows relating to leases that have not yet commenced.

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, 2022 is as follows:

	March 31, 2022	March 31, 2021
Less than 1 year	7.35	3.09
1 to 5 years	-	-
>5 years	-	-
	7.35	**3.09**

30. b. Commitments

(Rupees in Million)

	March 31, 2022	March 31, 2021
Capital Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	92.06	45.49

30. c. Contingent liabilities

(Rupees in Million)

	March 31, 2022	March 31, 2021
Contingent liabilities		
Income tax demands (refer note a)	558.29	205.33
Indirect tax demands (refer note b)	125.10	128.29

Notes:

(a) The Company has received Income tax demands amounting to Rs. 558.29 million (including interest) for financial years 2009-10 to 2019-20 against which appeals are pending with Deputy Commissioner of Income Tax, Commissioner of Income Tax (Appeals) and Income Tax Appelate Tribunal.

(b) The Company has received Service tax demands amounting to Rs. 125.10 million(excluding interest and penalties) for the period April 2007 to March 2013 against which appeals are pending with Central Excise and Service Tax Appelate Tribunal.

With respect to tax refund claims for the period July 2014 till March 2017 to the extent rejected by the Services Tax Deparment for Rs.2.08 million, the Company's appeals are pending with Central Excise and Service Tax Appelate 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 has been provided as per requirement of Appendix C to Ind AS 12 Income Taxes.

31. Related party transcations

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 Employee Welfare Trust (Entity under control of the Company)
11.	eClerx Canada Limited (wholly owned subsidiary of eClerx Investments (UK) Limited)
12.	Eclipse Global Holdings LLC (100% subsidiary of eClerx LLC)
13.	Personiv Contact Centers LLC (100% subsidiary of Eclipse Global Holdings LLC)
14.	ASEC Group, LLC (100% subsidiary of Eclipse Global Holdings LLC)
15.	AGR Operations Manila Inc. (99.99% holding of Personiv Contact Centers LLC)
16.	AG Resources (India) Private Limited. (99.98% holding by Personiv Contact Centers LLC)
17.	Personiv Contact Centers India Private Limited. (99.85% holding by Personiv Contact Centers LLC)
18.	eClerx PTY Ltd (100% subsidiary of eClerx Investments (UK) Limited)

(b) Key Management Personnel:

1. **Pradeep Kapoor** (Non-Executive Director - Chairman) (Resigned w.e.f. February 3, 2022)	7. **Biren Gabhawala** (Non-Executive Independent Director)
2. **PD Mundhra** (Executive Director)	8. **Anish Ghoshal** (Non-Executive Independent Director) (upto February 2, 2022) (Non-Executive Independent Director - Chairman) (w.e.f. February 3, 2022)
3. **Anjan Malik** (Non-Executive Director)	9. **Alok Goyal** (Non-Executive Independent Director)
4. **Rohitash Gupta** (Chief Financial Officer) (Resigned w.e.f. May 12, 2022)	10. **Deepa Kapoor** (Non-Executive Independent Director)
5. **Srinivasan Nadadhur** (Chief Financial Officer) (w.e.f. May 12, 2022)	11. **Shailesh Kekre** (Non-Executive Independent Director)
6. **Pratik Bhanushali** (Company Secretary)	12. **Srinjay Sengupta** (Non-Executive Independent Director)

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, 2022	March 31, 2021	March 31, 2022	March 31, 2021
eClerx Limited	Sales and marketing services by subsidiary to the Company	537.07	457.89	166.78 Payable	137.06 Payable
	Expense incurred by subsidiary on behalf of the Company	-	0.54		
	Information Technology Enabled Services ("ITES") services by subsidiary to the Company	106.03	120.35		
	Amount received by subsidiary on behalf of the Company	2.27	-	3.04 Receivable	-
	ITES services by the Company to subsidiary company	6.16	-		
eClerx LLC	Sales and marketing services by subsidiary to the Company	1,947.35	1,654.29	551.86 Payable	406.39 Payable
	Amount received by the Company on behalf of the subsidiary	15.90	26.57		
	ITES services by subsidiary to the Company	63.58	58.39		
	Expense incurred by subsidiary on behalf of the Company	34.35	9.67		
	Expense incurred by the Company on behalf of subsidiary	-	0.59	39.34 Receivable	11.65 Receivable
	Amount received by subsidiary on behalf of the the Company	54.38	88.33		
	ITES services by the Company to subsidiary company	302.23	106.86		
	Investment in subsidiary	5.67	2,493.02		
ASEC Group, LLC	ITES services by subsidiary to the Company	22.03	-		
	ITES services by the Company to subsidiary company	2.55	-	2.55 Receivable	-
eClerx Private Limited	Sales and marketing services by subsidiary to the Company	116.84	102.75	40.91 Payable	27.55 Payable
	ITES services by subsidiary to the Company	114.22	30.00		
	ITES services by the Company to the subsidiary	52.90	31.92	-	2.48 Receivable
CLX Europe S.P.A.	ITES services provided by subsidiary to the Company	30.63	34.71	-	6.16 Payable
	ITES services provided by the Company to subsidiary	164.41	117.76	32.77 Receivable	20.92 Receivable
eClerx Canada Limited	Sales and marketing services by subsidiary to the Company	40.03	31.48	10.90 Payable	3.69 Payable
	ITES services by subsidiary to the Company	0.73	0.67		
eClerx B.V.	Sales and marketing services by subsidiary to the Company	12.48	-	7.15 Payable	0.58 Payable
	ITES services by subsidiary to the Company	24.00	22.37		

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	As at March 31, 2022	As at March 31, 2021
Anjan Malik	Dividend	9.37	9.37
PD Mundhra	Dividend	9.37	9.37
Pradeep Kapoor	Dividend	0.01	0.01
Rohitash Gupta	Dividend	0.03	0.03
Biren Gabhawala	Dividend	0.01	0.01
Anish Ghoshal	Dividend	0.01	0.01
Biren Gabhawala	Commission & Sitting Fees	2.36	2.32
Anish Ghoshal	Commission & Sitting Fees	2.36	2.32
Pradeep Kapoor	Commission & Sitting Fees	1.93	2.32
Alok Goyal	Commission & Sitting Fees	2.30	2.26
Deepa Kapoor	Commission & Sitting Fees	2.30	2.32
Shailesh Kekre	Commission & Sitting Fees	2.30	2.32
Srinjay Sengupta	Commission & Sitting Fees	2.30	0.38
PD Mundhra	Buy Back of shares	710.05	-
Anjan Malik	Buy Back of shares	709.76	-
Pradeep Kapoor	Buy Back of shares	0.78	-
Biren Gabhawala	Buy Back of shares	0.45	-

Compensation of key management personnel of the Company

(Rupees in Million)

	March 31, 2022	March 31, 2021
PD Mundhra		
Short-term employee benefits	27.60	24.84
Rohitash Gupta		
Short-term employee benefits	15.34	14.35
Share-based payment	2.46	-
Pratik Bhanushali		
Short-term employee benefits	4.96	4.09
Total compensation paid to key management personnel	**50.36**	**43.28**

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

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:

(Rupees in Million)

Revenue from customers	For the year ended	
	March 31, 2022	March 31, 2021
United States of America	10,829.03	8,694.63
United Kingdom	1,041.70	664.95
Europe	2,083.08	1,713.85
Asia Pacific	1,559.31	900.58
Total Revenue	**15,513.12**	**11,974.01**

The Company has two customers with revenue greater than 10% each of total company revenue totalling Rs. 4,339.68 million for the year ended March 31, 2022 and three customers with revenue greater than 10% each of total company revenue totalling Rs. 5,089.81 million for the year ended March 31, 2021.

(Rupees in Million)

Non -current operating assets	For the year ended	
	March 31, 2022	March 31, 2021
Total Assets	**1,558.81**	**1,623.09**

Note: Non - current operating assets for this purpose consists of property plant and equiment, right-of-use assets, capital work in progress, other intangibles, other non - current assets and net tax 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 65.81% 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, 2022

Type of Hedge and Risks	Nominal Value	Carrying amount of hedging instrument		Maturity date	Weighted average forward rate
		Assets	Liabilities		
Cash flow hedges					
Foreign currency risk					
Foreign exchange forward contracts - USD	13,641.74	162.86	-	April 2022 - March 2024	78.72
March 31, 2021					
Cash flow hedges					
Foreign currency risk					
Foreign exchange forward contracts - USD	10,666.67	264.56	-	April 2021 - March 2023	77.75

The cash flow hedges of the expected future sales during the year ended March 31, 2022 were assessed to be highly effective and a net unrealised gain of Rs. 162.86 million, with a deferred tax liability of Rs. 40.99 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, 2021 were assessed to be highly effective and an unrealised gain of Rs. 264.56 million, with a deferred tax liability of Rs.66.58 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, 2022, amounts to gain of Rs. 339.26 million (March 31, 2021: gain of Rs.58.53 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:

(Rupees in Million)

	Carrying value		Fair value	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Fair value through profit or loss (FVTPL) financial investments	1,958.79	2,286.20	1,958.79	2,286.20
Foreign exchange forward contracts - (Liabilities) / Assets	162.86	264.56	162.86	264.56
Total	**2,121.65**	**2,550.76**	**2,121.65**	**2,550.76**

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 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, 2022, 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, 2022:

(Rupees in Million)

		Fair value measurement using			
	Date of valuation	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, 2022	162.86	-	162.86	-
FVTPNL financial investments (refer note 34):					
Investments in quoted mutual funds	March 31, 2022	1,939.21	1,939.21	-	-
Investments in unquoted equity share / fund	March 31, 2022	19.58	-	-	19.58

Quantitative disclosures of fair value measurement hierarchy for assets as at March 31, 2021:

Assets / (Liabilities) measured at fair value:					
Foreign exchange forward contracts	March 31, 2021	264.56	-	264.56	-
FVTPNL financial investments (refer note 34):					
Investments in quoted mutual funds	March 31, 2021	2,283.80	2,283.80	-	-
Investments in unquoted equity shares / fund	March 31, 2021	2.40	-	-	2.40

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, 2022 and March 31, 2021.

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, 2022.

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, 2022 and March 31, 2021 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, 2022 and March 31, 2021 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, 2022, the Company hedged 65.81% (March 31, 2021: 65.51%) 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, 2022	+5%	107.29	(8.14)
	-5%	(107.29)	8.14
March 31, 2021	+5%	142.98	(13.23)
	-5%	(142.98)	13.23

(Rupees in Million)

	Change in EUR rate	Effect on profit before tax	Effect on pre-tax equity
March 31, 2022	+5%	8.31	-
	-5%	(8.31)	-
March 31, 2021	+5%	5.90	-
	-5%	(5.90)	-

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. 19.58 million (March 31, 2021: Rs. 2.4 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 maintian 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 year	Total
Year ended March 31, 2022					
Other financial liabilities	-	569.32	64.68	-	634.00
Trade and other payables	-	791.82	-	-	791.82
	-	**1,361.14**	**64.68**	**-**	**1,425.82**

The maturity analysis of lease liabilities are disclosed in Note 31a.

(Rupees in Million)

	On demand	Less than 3 months	3 to 12 months	> 1 year	Total
Year ended March 31, 2021					
Other financial liabilities	-	368.23	125.81	-	494.04
Trade and other payables	-	584.52	8.39	-	592.91
	-	**952.75**	**134.20**	**-**	**1,086.95**

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, 2022 and March 31, 2021.

38. 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.

39. Restatement of financials

The Company has appointed eClerx Employee Welfare Trust ("ESOP Trust") to administer the employee stock option scheme. For the said purpose the ESOP Trust borrowed funds from the Company and purchased the Company's shares from open market for allotting the same to eligible employees. In the standalone financial statements, the Company had adopted the policy of not consolidating the ESOP Trust and thereby recognized loan given to ESOP trust as financial asset and tested it on periodic basis for impairment by considering the difference between purchase price of shares and exercise price of share options/ market price of shares as at the end of the financial period. However, in the consolidated financial statements the ESOP Trust was consolidated and the related loan/ investment and related provision for impairment appearing in the standalone financial statements of the Company were eliminated and investment in own shares of the Company is shown as treasury shares in 'other equity'.

During the year ended March 31, 2022, the Company changed the accounting policy to consolidate the ESOP Trust in the standalone financial statements to reflect more appropriate presentation of the activity of the ESOP Trust in the standalone financial statements as the ESOP Trust carries out activities for the benefit of the employees of the Company and its subsidiaries. Consequently, in the standalone financial statements of the Company, the loan given to ESOP Trust (including interest and provision for impairment thereof) is eliminated and investment in own equity shares that are purchased (i.e. treasury shares) are recognised at cost and disclosed as deduction from equity. This voluntary change in accounting policy of the standalone financial statements has been given effect by restating the comparative information for the preceding period. The Company also has presented a third balance sheet as at the beginning of the preceding period i.e. April 1, 2020.

This change has primarily resulted in reduction in long term loans by Rs 711.6 million (net of impairment provision) as at March 31, 2021 and April 1, 2020, reduction in equity share capital by Rs. 8.84 million as at March 31, 2021 and April 1, 2020, increase in debit balance of treasury shares of Rs. 1,069.51 million as at March 31, 2021 and April 1, 2020 and increase in retained earnings by Rs. 367.78 million and Rs. 368.03 million as at March 31, 2021 and April 1, 2020, respectively.

Consequent to accounting for treasury shares in standalone financial statements, the weighted average number of shares considered for computation of earning per share ('EPS') has reduced resulting into increase in basic and diluted EPS as follows:

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Decrease in other income	65.71	64.23
Decrease in other expense	64.39	63.39
Increase/(decrease) in profit after tax for the period	(2.51)	(1.13)
Increase in basic earnings per share	2.24	1.68
Increase in diluted earnings per share	2.16	1.67

There is no material impact of the above change in policy on the restated cash flows for the periods presented in the standalone financial results. Further, there is no effect of the above change in accounting policy in the consolidated financial results.

40. 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.

41. Registration of charges

There are no charges or satisfactions which are yet to be registered with the companies beyond the statutory period.

42. Ratio analysis

Ratio	Numerator	Denominator	March 31, 2022	March 31, 2021	% Change	Reason for variance
Current ratio	Current assets	Current liabilities	3.41	4.15	(17.78%)	
Debt-Equity ratio	Total debt (represents lease liabilities)	Shareholder's equity	0.09	0.10	(11.01%)	
Debt service coverage ratio	Earning for Debt Service = Net profit after taxes + Depreciation and amortisation + Finance cost	Interest + Principal of loans	12.21	8.87	37.73%	Ratio has improved on account of increase in profits of the company
Return on equity	Net Profits after taxes	Average Shareholder's Equity	30.11%	21.48%	40.16%	Ratio has improved on account of increase in profits of the company
Trade receivable turnover ratio	Net Sales	Average trade receivables	7.21	6.55	10.04%	
Trade payable turnover ratio	Net credit purchases	Average Trade Payables	6.10	4.25	43.55%	Improvement in day taken for payment to vendors
Net capital turnover ratio	Net Sales	Working capital	2.57	1.89	36.31%	Ratio has improved on account of increase in sales without any significant increase in working capital
Net profit ratio	Net Profits after taxes	Net Sales	22.88%	19.94%	14.72%	

Return on capital employed	Earnings before interest and taxes	Net worth	42.00%	28.98%	44.90%	Ratio has improved on account of increase in profits of the company
Retun on investment	Income generated from investments in mutual funds	Average investment in mutual funds	3.01%	4.98%	(39.56%)	Lower returns from mutual fund investment during the 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 24, 2022

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

PD Mundhra
Executive Director

Biren Gabhawala
Director

Srinivasan Nadadhur
Chief Financial Officer

Pratik Bhanushali
Company Secretary

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 2022, 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 significant 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, 2022, 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, 2022. 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	How our audit addressed the key audit matter
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, 2022 amounted to Rs 21,593.33 million and unbilled receivables as at March 31, 2022 amounted to Rs 1,606.27 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.	• 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 a 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. • We selected a 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 The Group's balance sheet includes Rs 3,753.47 million of goodwill, representing 18% 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. 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. 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.	**Our audit procedures included the following:** • 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 the Group 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 the Group 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 the Group.

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, 2022 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 five subsidiaries whose Ind AS financial statements include total assets of Rs 3,405.67 million as at March 31, 2022, and total revenues of Rs 2,864.02 million and net cash inflow of Rs 118.31 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(xxi) 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;

(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, 2022 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, 2022 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) 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;

(g) In our opinion the managerial remuneration for the year ended March 31, 2022 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;

(h) 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, 2022; and

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, 2022. 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, 2022.

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, have proposed final dividend for the year which is subject to the approval of the members of the respective companies at the respective 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.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per **Vineet Kedia**
Partner
Membership Number: 212230
UDIN: 22212230AJMSEL8246

Place of Signature: Mumbai
Date: May 24, 2022

ANNEXURE 1

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: 22212230AJMSEL8246

Place of Signature: Mumbai
Date: May 24, 2022

ANNEXURE 2

Annexure 2 to the Independent Auditor's Report of even date on the consolidated 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, 2022, 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, 2022, 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: 22212230AJMSEL8246

Place of Signature: Mumbai
Date: May 24, 2022

CONSOLIDATED BALANCE SHEET

(Rupees in Million)

	Notes	As at March 31, 2022	As at March 31, 2021
Assets			
Non-current assets			
Property, plant and equipment	3	921.85	845.88
Right of use assets	34.a.	1,194.08	1,327.47
Capital work in progress	3	21.68	4.83
Goodwill on consolidation	4	3,753.47	3,726.25
Other intangible assets	4	1,256.22	1,380.74
Financial assets			
Investments	6	19.58	2.40
Derivative instruments	7	24.59	25.53
Other financial assets	10	247.03	255.29
Deferred tax assets (net)	21	379.92	339.73
Other non-current assets	11	37.91	35.39
Non-current tax assets (net)		143.72	104.66
		8,000.05	**8,048.17**
Current assets			
Inventories	5	5.23	3.19
Financial assets			
Investments	6	1,939.21	2,283.80
Trade receivables	8	3,292.71	2,930.22
Cash and cash equivalents	9.a.	4,203.02	3,490.20
Other bank balances	9.b.	733.41	1,418.42
Other financial assets	10	1,760.35	989.26
Derivative instruments	7	138.27	239.03
Other current assets	12	626.89	679.15
		12,699.09	**12,033.27**
Total assets		**20,699.14**	**20,081.44**
Equity and liabilities			
Equity			
Equity share capital	13	330.98	340.06
Other equity	14	15,344.94	14,668.13
Total equity attributable to shareholders of the Company		**15,675.92**	**15,008.19**
Non-controlling interests		12.24	8.95
Total equity		**15,688.16**	**15,017.14**

Non-current liabilities			
Financial Liabilities			
Lease liabilities	34.a.	1,264.84	1,437.70
Borrowings	17	0.50	1.71
Other financial liabilities	16	35.24	29.02
Deferred tax liabilities (net)	21	147.34	175.89
Employee benefit obligations	15	544.45	562.08
		1,992.37	**2,206.40**
Current liabilities			
Financial liabilities			
Lease liabilities	34.a.	364.99	304.65
Borrowings	17	0.91	3.22
Trade payables			
Total outstanding dues of Micro enterprises and small enterprises	18.a.	4.61	9.81
Total outstanding dues of creditors other than Micro enterprises and small enterprises	18.b.	161.94	219.51
Other financial liabilities	19	929.32	851.83
Other current liabilities	20	167.08	189.21
Employee benefit obligations	15	1,287.30	1,041.25
Current tax liabilities (net)		102.46	238.42
		3,018.61	**2,857.90**
Total equity and liabilities		**20,699.14**	**20,081.44**

The accompanying notes form an integral part of the consolidated financial statements.

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 24, 2022

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

PD Mundhra
Executive Director

Biren Gabhawala
Director

Srinivasan Nadadhur
Chief Financial Officer

Pratik Bhanushali
Company Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(Rupees in Million)

	Notes	For the year ended March 31, 2022	For the year ended March 31, 2021
Revenue from operations	22	21,603.45	15,644.91
Other income	23	246.18	344.54
Total Income		**21,849.63**	**15,989.45**
Expenses			
Employee benefits expense	24	11,955.37	8,853.10
Cost of technical sub-contractors		824.83	531.02
Depreciation and amortisation expense	25	1,031.93	815.93
Finance costs	26	215.20	202.77
Other expense	27	2,217.43	1,780.45
Total expense		**16,244.76**	**12,183.27**
Profit before taxes		**5,604.87**	**3,806.18**
Tax expenses			
Current tax	21	1,497.23	1,031.35
Deferred tax	21	(69.94)	(53.38)
Income tax expense		**1,427.29**	**977.97**
Profit for the year		**4,177.58**	**2,828.21**
Attributable to:			
Shareholders of the Company		4,174.01	2,825.61
Non- controlling interest		3.57	2.60
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	(16.14)	(26.30)
Income tax effect	21	3.76	6.40
Net other comprehensive income not to be reclassified to profit and loss in subsequent periods		**(12.38)**	**(19.90)**
Other comprehensive income to be reclassified to profit or loss in subsequent periods:			

Net movement on cash flow hedges	28	(101.69)	605.57
Deferred tax on net movement on cash flow hedges	28	25.59	(152.41)
Exchange differences on translation of foreign operations	28	118.25	48.06
Net other comprehensive income to be reclassified to profit and loss in subsequent periods		**42.15**	**501.22**
Other comprehensive income for the year, net of tax		**29.77**	**481.32**
Total comprehensive income for the year, net of tax		**4,207.35**	**3,309.53**
Attributable to:			
Shareholders of the Company		4,203.78	3,306.93
Non- controlling interest		3.57	2.60
Earnings per equity share			
Basic (Face value of Rs. 10 each)	29	123.81	81.61
Diluted (Face value of Rs. 10 each)	29	121.57	81.29
Summary of significant accounting policies	2		

The accompanying notes form an integral part of the consolidated financial statements.

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 24, 2022

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

PD Mundhra
Executive Director

Biren Gabhawala
Director

Srinivasan Nadadhur
Chief Financial Officer

Pratik Bhanushali
Company Secretary

CONSOLIDATED STATEMENT OF CASH FLOWS

(Rupees in Million)

	Notes	For the year ended March 31, 2022	For the year ended March 31, 2021
Operating activities			
Profit before tax		5,604.87	3,806.18
Adjustments to reconcile profit before tax to net cash flows by operating activities :			
Depreciation and amortisation expenses	25	1,031.93	815.93
Share-based payment expense	24	42.26	21.32
Net foreign exchange differences		54.63	(4.42)
Loss on sale of assets	23 & 27	2.33	3.56
Interest income on corporate rent deposits	23	(21.28)	(16.52)
Amortised cost on corporate rent deposits		18.23	16.74
Profit on sale of current investments	23	(57.24)	(224.51)
Dividend income	23	(0.03)	(0.06)
Interest income, net	23	(44.81)	(85.02)
Bad debts written off	27	1.22	1.73
Provision for doubtful debts	27	3.80	1.04
Finance cost	26	215.20	202.77
Fair value loss / (gain) on financial instruments at fair value through profit and loss	23 & 27	(8.76)	70.23
Other adjustments	28	(14.99)	(31.79)
		6,827.36	**4,577.18**
Working capital adjustments:			
Increase in trade receivables		(373.84)	(303.37)
Increase in inventories		(2.04)	(0.15)
(Increase)/ decrease in other current and non current financial assets		(757.54)	87.74
Decrease in other current and non current assets		50.60	32.68
Increase in employee benefit obligations		228.42	190.01
Increase in trade payables, other current and non current liabilities and provisions		150.45	65.92
Cash generated by operating activities		**6,123.41**	**4,650.01**
Payment of domestic and foreign taxes (net of re-funds)		(1,641.70)	(1,004.32)
Net cash generated flows from operating activities		**4,481.71**	**3,645.69**
Investing activities			
Proceeds from sale of current investments		11,969.77	11,425.77
Purchase of current investments		(11,556.36)	(9,189.78)
Purchase of non current investments		(20.00)	-
Investment in bank deposits (having original maturity of more than three months)		(1,455.48)	(2,938.02)

Redemption/maturity of bank deposits (having original maturity of more than three months)		2,142.73	3,075.46
Payment of unclaimed dividend and fractional share		(0.29)	(0.16)
Payment towards acquisition of business, net of cash acquired		(137.98)	(2,160.71)
Proceeds from sale of property, plant and equipment		3.17	0.96
Purchase of property, plant and equipment and intangibles (including capital work in progress)		(608.41)	(388.21)
Dividend received		0.03	0.06
Interest received		42.65	129.38
Net cash flows generated from / (used in) investing activities		**379.83**	**(45.25)**
Financing activities			
Money received from exercise of options		281.96	-
Purchase of treasury shares by eClerx Employee Welfare Trust		(170.48)	-
Buyback of equity shares*		(2,976.61)	(1,095.00)
Buyback expenses		(27.88)	(9.47)
Tax on Buyback*		(654.50)	(243.00)
Payment of dividend		(34.16)	(34.01)
Bank loan repaid		(3.51)	(8.16)
Finance cost - Lease		(215.20)	(199.92)
Principal payment - Lease		(363.01)	(293.51)
Net cash flows used in financing activities		**(4,163.39)**	**(1,883.07)**
Effect of exchange fluctuation on cash and cash equivalents		14.67	27.22
Net increase / (decrease) in cash and cash equivalents		**712.82**	**1,744.59**
Cash and cash equivalents at the beginning of the year	9(a)	3,490.20	1,745.61
Cash and cash equivalents at the end of the year	**9(a)**	**4,203.02**	**3,490.20**

* Net after elimination of amount pertaining to buyback of shares held by eClerx Employee Welfare Trust

Summary of significant accounting policies 2

The accompanying notes form an integral part of the consolidated financial statements.

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 24, 2022

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

PD Mundhra
Executive Director

Biren Gabhawala
Director

Srinivasan Nadadhur
Chief Financial Officer

Pratik Bhanushali
Company Secretary

CONSOLIDATED 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 1, 2020	**36,099,796**	**361.00**
Less : Shares bought back during the year	(2,093,815)	(20.94)
As at March 31, 2021	**34,005,981**	**340.06**
Less : Shares bought back during the year	(1,063,157)	(10.63)
Add: Buy back of shares held by eClerx Employee Welfare Trust	18,691	0.18
Less: Shares purchased by eClerx Employee Welfare Trust	(74,440)	(0.74)
Add: Shares Sold by eClerx Employee Welfare Trust on exercise of stock options	211,019	2.11
As at March 31, 2022	**33,098,094**	**330.98**

b. Other equity

(Rupees in million)

For the year ended March 31, 2022	Reserves and Surplus							Items of OCI					
Particulars	Capital redemption reserve	Securities premium account	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	Total
As at April 1, 2021	**63.39**	**0.00**	**145.43**	**5.00**	**0.11**	**-**	**14,376.89**	**948.86**	**197.96**	**(1,069.51)**	**14,668.13**	**8.95**	**14,677.08**
Profit for the period	-	-	-	-	-	-	4,174.01	-	-	-	4,174.01	3.57	4,177.58
Other comprehensive income	-	-	-	-	-	-	(12.38)	118.25	(76.10)	-	29.77	(0.28)	29.49
Dividend paid	-	-	-	-	-	-	(34.16)	-	-	-	(34.16)	-	(34.16)
Share based payment charge / (credit) net off stock options forfeited during the year	-	-	42.34	-	-	-	-	-	-	-	42.34	-	42.34
Transfer to general reserve on account of exercise of stock options	-	-	(77.53)	-	-	77.53	-	-	-	-	-	-	-
Transfer on account of stock options not exercised	-	-	(3.39)	-	-	-	3.39	-	-	-	-	-	-

(Rupees in million)

For the year ended March 31, 2022	Reserves and Surplus							Items of OCI					
Particulars	**Capital redemption reserve**	**Securities premium account**	**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**	**Total**
Statutory reserve as per local law in overseas subsidiary	-	-	-	3.29	-	-	-	-	-	-	3.29	-	3.29
Buyback expenses	-	-	-	-	-	-	(27.88)	-	-	-	(27.88)	-	(27.88)
Tax on Buyback	-	-	-	-	-	-	(654.50)	-	-	-	(654.50)	-	(654.50)
Amount transfer to on account of buyback of shares	10.63	-	-	-	-	-	(10.63)	-	-	-	-	-	-
Amount utilised on account of buy back of shares	-	-	-	-	-	-	(3,019.37)	-	-	-	(3,019.37)	-	(3,019.37)
Gain on buyback of shares held by eClerx Employee Welfare Trust	-	-	-	-	-	29.74	-	-	-	-	29.74	-	29.74
Gain on shares sold by eClerx Employee Welfare Trust on exercise of stock options	-	-	-	-	-	10.26	-	-	-	-	10.26	-	10.26
Treasury shares purchased	-	-	-	-	-	-	-	-	-	(169.75)	(169.75)	-	(169.75)
Buyback of shares held by eClerx Employee Welfare Trust	-	-	-	-	-	-	-	-	-	23.47	23.47	-	23.47
Shares sold by eClerx Employee Welfare Trust on exercise of stock options	-	-	-	-	-	-	-	-	-	269.59	269.59	-	269.59
As at March 31, 2022	**74.02**	**0.00**	**106.85**	**8.29**	**0.11**	**117.53**	**14,795.37**	**1,067.11**	**121.86**	**(946.20)**	**15,344.94**	**12.24**	**15,357.18**

As at April 1, 2020	**42.45**	**13.83**	**185.16**	**4.83**	**0.11**	**-**	**12,878.67**	**900.80**	**(255.20)**	**(1,069.51)**	**12,701.14**	**6.12**	**12,707.26**
Profit for the period	-	-	-	-	-	-	2,825.61	-	-	-	2,825.61	2.60	2,828.21
Other comprehensive income	-	-	-	-	-	-	(19.90)	48.06	453.16	-	481.32	0.23	481.55
Dividend paid	-	-	-	-	-	-	(34.01)	-	-	-	(34.01)	-	(34.01)
Share based payment charge / (credit) net off stock options forfeited during the year	-	-	21.32	-	-	-	-	-	-	-	21.32	-	21.32
Transfer on account of stock options not exercised	-	-	(61.05)	-	-	-	61.05	-	-	-	-	-	-

(Rupees in million)

For the year ended March 31, 2021	Reserves and Surplus							Items of OCI					
Particulars	Capital redemption reserve	Securities premium account	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	Total
Deferred tax on account of stock options not exercised	-	-	-	-	-	-	(4.11)	-	-	-	(4.11)	-	(4.11)
Statutory reserve as per local law in overseas subsidiary	-	-	-	0.17	-	-	-	-	-	-	0.17	-	0.17
Buyback expenses	-	-	-	-	-	-	(9.47)	-	-	-	(9.47)	-	(9.47)
Tax on Buyback	-	-	-	-	-	-	(243.00)	-	-	-	(243.00)	-	(243.00)
Amount transfer to on account of buyback of shares	20.94	-	-	-	-	-	(20.94)	-	-	-	-	-	-
Amount utilised on account of buy back of shares	-	(13.83)	-	-	-	-	-	-	-	-	(13.83)	-	(13.83)
Premium on buy back of shares	-	-	-	-	-	-	(1,060.24)	-	-	-	(1,060.24)	-	(1,060.24)
Reversal of tax on net operating loss utilized	-	-	-	-	-	-	3.23	-	-	-	3.23	-	3.23
As at March 31, 2021	**63.39**	**0.00**	**145.43**	**5.00**	**0.11**	**-**	**14,376.89**	**948.86**	**197.96**	**(1,069.51)**	**14,668.13**	**8.95**	**14,677.08**

The accompanying notes form an integral part of the consolidated financial statements.

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 24, 2022

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

PD Mundhra
Executive Director

Biren Gabhawala
Director

Srinivasan Nadadhur
Chief Financial Officer

Pratik Bhanushali
Company Secretary

NOTES TO THE FINANCIAL STATEMENTS

1. Corporate information

eClerx Services Limited (the "Company" or the "Holding Company") 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 domiciled in India and has its registered office at Mumbai, Maharashtra, India. Information on the Group's structure is provided in note 30.

The consolidated financial statements for the year ended March 31, 2022 were authorised for issue in accordance with a resolution of the board of directors on May 24, 2022.

2.A. Significant 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.

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, 2022.

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 significant 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 are 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. Advance billing is shown as contract liabilities under other current financial liabilities. 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
- 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:

Intangible 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 an operating 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 statment 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 statment 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 statment 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 Phillippines

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.

l. 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 statment 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.

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 statment 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 statment 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. Further, the Group has also adopted Ind AS 116 'Leases' with effect from April 1, 2019 using the modified retrospective method.

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.

g. Business combinations and intangible assets

Business combinations are accounted for using Ind AS 103, Business Combinations. Ind AS 103 requires significant management judgement regarding allocation of the purchase price to the assets and liabilities acquired including fair valuation and identification of intangible assets in acquisition. Estimates are required to be made in determining the value of contingent consideration and intangible assets. These valuations are conducted by external valuation experts. These measurements are based on information available at the acquisition date and are based on expectations and assumptions that have been deemed reasonable by the Management (refer to Note 42).

2.C. Estimation of uncertainties relating to the global health pandemic from COVID-19

The Group has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables, unbilled revenue, goodwill, intangible assets, other financial assets, revenues and costs, leases and its hedging program. In assessing the recoverability of its assets, the Group has used internal and external sources of information up to the date of approval of these consolidated financial results and expects to recover the net carrying amount of its assets. The Group also expects the demand for services to remain volatile for some more time. However, the actual impact of COVID-19 on the Group's financial statements may differ from that estimated and the Group will continue to closely monitor any material changes to future economic conditions.

3. Property, plant and equipment

(Rupees in Million)

Particulars	Computer Hardware	Leasehold improvements	Furniture & fixtures	Office equipments	Land	Building	Plant and Machinery	Vehicles	Total
Cost									
As at April 1, 2020	**981.43**	**454.35**	**142.02**	**513.67**	**21.76**	**20.36**	**8.43**	**3.83**	**2,145.85**
Additions on account of acquisition of business (Refer note 42)	59.49	26.21	16.50					10.98	113.18
Additions	280.83	12.26	2.78	27.00	-	10.67	4.12	3.05	340.71
Disposals	(17.61)	(7.24)	(8.96)	(21.41)	-	-	-	-	(55.22)
Translation exchange difference	3.72	2.57	(0.36)	(1.37)	0.29	0.40	0.27	0.04	5.56
As at March 31, 2021	**1,307.86**	**488.15**	**151.98**	**517.89**	**22.05**	**31.43**	**12.82**	**17.90**	**2,550.08**
Additions on account of acquisition of business	-	-	-	-	-	-	-	-	-
Additions	458.33	10.41	2.20	52.47	-	1.67	2.49	5.70	533.27
Disposals	(33.94)	(4.79)	(4.74)	(6.52)	-	-	-	-	(49.99)
Translation exchange difference	(1.01)	(0.07)	(3.47)	3.26	(0.59)	(0.84)	(0.32)	0.72	(2.32)
As at March 31, 2022	**1,731.24**	**493.70**	**145.97**	**567.10**	**21.46**	**32.26**	**14.99**	**24.32**	**3,031.04**
Depreciation and impairment									
As at April 1, 2020	**710.63**	**176.88**	**64.86**	**402.47**	**-**	**5.34**	**5.04**	**2.37**	**1,367.59**
Depreciation charge for the year	255.81	46.36	19.88	58.16	-	1.42	1.02	2.51	385.16
Disposals	(17.58)	(6.39)	(6.49)	(20.25)	-	-	-	-	(50.71)
Translation exchange difference	2.35	1.19	(0.05)	(1.16)	-	0.17	0.16	(0.50)	2.16
As at March 31, 2021	**951.21**	**218.04**	**78.20**	**439.22**	**-**	**6.93**	**6.22**	**4.38**	**1,704.20**
Depreciation charge for the year	323.03	54.85	17.48	47.69	-	1.99	1.60	5.98	452.62
Disposals	(32.71)	(2.69)	(3.16)	(5.94)	-	-	-	-	(44.50)
Translation exchange difference	(4.17)	(0.77)	0.12	2.67	-	(0.19)	(0.17)	(0.62)	(3.13)
As at March 31, 2022	**1,237.36**	**269.43**	**92.64**	**483.64**	**-**	**8.73**	**7.65**	**9.74**	**2,109.19**
Net Book Value									
As at March 31, 2022	**493.88**	**224.27**	**53.33**	**83.46**	**21.46**	**23.53**	**7.34**	**14.58**	**921.85**
As at March 31, 2021	**356.65**	**270.11**	**73.78**	**78.67**	**22.05**	**24.50**	**6.60**	**13.52**	**845.88**

Capital Work in Progress*

Particulars	As at March 31, 2022	As at March 31, 2021
Leasehold improvements	21.68	4.83
	21.68	**4.83**

* 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 exeeded its cost compared to original plan.

4. Intangible assets

(Rupees in Million)

	Goodwill on consolidation	OTHER INTANGIBLE ASSETS						
		Computer software	Unpatented technology	Non-competition agreements	Indemnification asset	Customer relationship	Website	Total
Cost								
As at April 1, 2020	**2,272.10**	**245.93**	**185.27**	**49.61**	**19.61**	**634.47**	**-**	**3,406.99**
Additions on account of acquisition of business (Refer note 42)	1,422.94	13.44	-	24.36	-	928.69	0.55	2,389.98
Additions	-	26.37	16.26	-	-	-	-	42.63
Translation exchange difference	31.21	(1.61)	6.33	1.48	0.67	11.53	-	49.61
As at March 31, 2021	**3,726.25**	**284.13**	**207.86**	**75.45**	**20.28**	**1,574.69**	**0.55**	**5,889.21**
Additions on account of acquisition of business	-	-	-	-	-	-	-	-
Additions	-	27.23	16.86	-	-	-	-	44.09
Disposals	-	-	-	-	-	-	-	-
Translation exchange difference	27.22	0.84	(4.13)	(0.12)	(0.40)	22.96	0.02	46.39
As at March 31, 2022	**3,753.47**	**312.20**	**220.59**	**75.33**	**19.88**	**1,597.65**	**0.57**	**5,979.69**
Amortisation and impairment								
As at April 1, 2020	**-**	**215.59**	**176.76**	**49.61**	**19.61**	**207.71**	**-**	**669.28**
Amortisation charge for the year	-	22.92	4.14	2.18	-	70.15	0.05	99.44
Translation exchange difference	-	(1.47)	6.28	1.70	0.67	6.32	-	13.50
As at March 31, 2021	**-**	**237.04**	**187.18**	**53.49**	**20.28**	**284.18**	**0.05**	**782.22**
Amortisation charge for the year	-	27.79	20.26	8.19	-	138.92	0.21	195.37
Disposals	-	-	-	-	-	-	-	-
Translation exchange difference	-	(0.07)	(3.40)	(0.78)	(0.41)	(2.93)	-	(7.59)
As at March 31, 2022	**-**	**264.76**	**204.04**	**60.90**	**19.87**	**420.17**	**0.26**	**970.00**
Net Book Value								
As at March 31, 2022	**3,753.47**	**47.44**	**16.55**	**14.43**	**0.01**	**1,177.48**	**0.31**	**5,009.69**
As at March 31, 2021	**3,726.25**	**47.09**	**20.68**	**21.96**	**-**	**1,290.51**	**0.50**	**5,106.99**

(Rupees in Million)

Particulars	As at March 31, 2022	As at March 31, 2021
Goodwill	3,753.47	3,726.25
Other intangible assets	1,256.22	1,380.74
	5,009.69	**5,106.99**

5. Inventories

(Rupees in Million)

Particulars	As at March 31, 2022	As at March 31, 2021
Consumables	5.23	3.19
	5.23	**3.19**

Financial assets

6. Investments

(Rupees in Million)

	As at March 31, 2022	As at March 31, 2021
Non current investments (Unquoted, carried at fair value through profit and loss)		
8,000 equity shares (March 31, 2020: 8,000 equity shares) of Re. 1 each fully paid up in Talentick Edusolutions Private Limited	2.40	2.40
200 Class A units of 100,000 each Stellaris Venture Partners India Trust II	17.18	-
Total Non- current investments	**19.58**	**2.40**
Current investments (Quoted, carried at fair value through profit and loss)		
Investments in mutual funds	1,939.21	2,283.80
	1,939.21	**2,283.80**
Aggregate value of unquoted investments	19.58	2.40
Aggregate book value of quoted investments	1,939.21	2,283.80
Aggregate market value of quoted investments	1,939.21	2,283.80

Investments at fair value through profit or loss (fully paid) reflect investments in mutual funds, investment in Talentick Edusolutions Private Limited and Stellaris Venture Partners India Trust II. For determination of fair values, refer note 38.

7. Derivative instruments

(Rupees in Million)

	As at March 31, 2022	As at March 31, 2021
Financial assets		
Derivative instruments at fair value through OCI		
Cash flow hedges		
Foreign exchange forward contracts	162.86	264.56
Total derivative instruments at fair value through OCI	**162.86**	**264.56**
Current	138.27	239.03
Non-current	24.59	25.53
	162.86	**264.56**

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, 2022	As at March 31, 2021
Trade receivables	3,292.71	2,930.22
	3,292.71	**2,930.22**
Considered good - Secured	**-**	**-**
Considered good - Unsecured	3,292.71	2,930.22
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - credit impaired	18.17	14.37

	3,310.88	2,944.59
Less: Loss allowance	(18.17)	(14.37)
	3,292.71	**2,930.22**

Trade receivables outstanding for following period from due date of payment

(Rupees in Million)

	As at March 31, 2022	As at March 31, 2021
Undisputed trade receivables considered good		
Current but not due	2,478.89	1,904.45
Less than 6 months	811.72	1,019.79
6 months to one year	2.10	5.98
Undisputed trade receivables - credit impaired		
Current but not due	-	-
Less than 6 months	-	-
6 months to one year	18.17	14.37
	3,310.88	**2,944.59**
Less: Loss allowance	(18.17)	(14.37)
	3,292.71	**2,930.22**

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, 2022	As at March 31, 2021
Cash on hand	0.94	0.58
Balances with banks		
In current accounts	3,881.78	3,482.54
Deposits with original maturity of less than three months	320.00	6.49
Earmarked bank balance towards dividend	0.29	0.58
Earmarked bank balance towards fractional share payout	0.01	0.01
	4,203.02	**3,490.20**

9.b. Other bank balances

(Rupees in Million)

	As at March 31, 2022	As at March 31, 2021
Deposits with original maturity of more than three months but less than twelve months	292.58	789.68
Deposit with original maturity of more than twelve months	-	0.24
Deposits pledged with banks against sanctioned overdraft limits	423.66	321.08

Interest receivable	10.33	8.17
Earmarked bank balances with bank	6.84	299.25
	733.41	**1,418.42**
	4,936.43	**4,908.62**

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 181 days to 1,461 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, 2022	As at March 31, 2021
Non-current		
Corporate premises rent deposits	220.15	231.48
Other deposits	20.60	17.46
Deposit with original maturity of more than twelve months	0.35	6.00
Deposits pledged with banks against sanctioned overdraft limits	5.93	0.35
	247.03	**255.29**

Time deposits are placed for varying periods ranging from 1,826 days to 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	1,606.27	874.27
Recoverable expenses from client	8.43	11.89
Other advances	145.44	102.84
Other deposits	0.21	0.26
	1,760.35	**989.26**
	2,007.38	**1,244.55**
Break up of financial assets carried at amortised cost		
Trade receivables (refer note no.8)	3,292.71	2,930.22
Cash and cash equivalents and other bank balances (refer note no.9.a. & note no.9.b.)	4,936.43	4,908.62
Other financial assets (refer note no.10)	2,007.38	1,244.55
Total financial assets carried at amortised cost	**10,236.52**	**9,083.39**

11. Other non-current assets

(Rupees in Million)

	As at March 31, 2022	As at March 31, 2021
Prepaid expense	33.50	30.48
Capital advances	2.33	1.46
Goods & Service Tax ("GST") credits	2.08	3.45
	37.91	**35.39**

12. Other current assets

(Rupees in Million)

	As at March 31, 2022	As at March 31, 2021
Prepaid expense	214.43	189.01
GST, Service tax and other tax credits	163.30	261.20
Service Exports from India Scheme Licence ("SEIS") receivables	217.00	217.00
Other advances	28.38	11.94
Government grants receivable	3.78	-
	626.89	**679.15**

13. Share capital

(Rupees in Million)

	As at March 31, 2022	As at March 31, 2021
Authorised share capital		
50,010,000 (March 31, 2021: 50,010,000) shares of Rs. 10 each	500.10	500.10
Issued, subscribed and fully paid up		
33,098,094 (March 31, 2021: 34,005,981) shares of Rs. 10 each fully paid up	330.98	340.06

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

The Company has not issued any shares by way of bonus issue by capitalising securities premium during the period of five years immediately preceding the balance sheet date.

Aggregate number of equity shares bought back during the period of five years immediately preceding the reporting date:

The Board of Directors vide their meeting dated August 13, 2021 approved buyback of equity shares of the Company for an aggregate amount not exceeding Rs. 3,030 million at a buyback price not exceeding Rs. 3,200 per equity share from the shareholders/beneficial owners of the company. The shareholders' approval was procured vide postal ballot, results of which were announced on September 16, 2021 and the Company concluded the said buyback of 1,063,157 equity shares of Rs 10 each at the buyback price of Rs. 2,850 per share, as approved by the Buy Back Committee at its meeting dated September 17, 2021 and the total buy back amount of Rs. 3,030 million.The settlement date for the said buyback was November 9, 2021. The shares so bought back were extinguished and the issued and paid up capital stands amended accordingly. Further, the Company has incurred buy back expenses of Rs. 27.88 million and buy back tax of Rs. 665.54 million. During the period of 5 years immediately preceding the balance sheet date the Company bought back 2,093,815 shares in FY 2020-21 and 1,746,666 shares in FY 2019-20 and 1,290,000 shares in FY 2017-18 and 1,170,000 shares in FY 2016-17.

Details of shareholders holding more than 5% shares in the Company

(Rupees in Million)

	As at March 31, 2022		As at March 31, 2021	
	Number of shares	% Holding	Number of shares	% Holding
Anjan Malik	9,007,664	26.63%	9,365,204	26.84%
Priyadarshan Mundhra	9,011,401	26.64%	9,369,043	26.85%
HDFC Trustee Company Limited - HDFC Children's Gift Fund - Investment Plan	2,241,209	6.63%	2,237,987	6.41%

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, 2022 is as follows

(Rupees in Million)

	Number of shares	% of total shares	% change during the year
Anjan Malik	9,007,664	26.63%	(0.21%)
PD Mundhra	9,011,401	26.64%	(0.21%)
Promoter Group			
Shweta Mundhra	292	0.00%	0.00%
Vijay Kumar Mundhra	20,779	0.06%	0.00%
Supriya Modi	16,582	0.05%	0.00%

Disclosure of shareholding of promoters as at March 31, 2021 is as follows

(Rupees in Million)

	Number of shares	% of total shares	% change during the year
Anjan Malik	9,365,204	26.84%	1.52%
PD Mundhra	9,369,043	26.85%	1.52%
Promoter Group			
Shweta Mundhra	292	0.00%	0.00%
Vijay Kumar Mundhra	20,779	0.06%	0.00%
Supriya Modi	17,038	0.05%	0.00%

14. Other equity

(Rupees in Million)

Securities premium account	
As at April 1, 2020	**13.83**
Less: Amount utilised on account of buyback of shares	(13.83)
As at March 31, 2021	**-**
As at March 31, 2022	**-**

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares, buy back of equity shares, etc. in accordance with the provisions of the Companies Act, 2013.

Share based payment reserve

(Rupees in Million)

As at April 1, 2020	**185.16**
Add: Share based payment charge / (credit) net off stock options forfeited during the year	21.32
Less: Transfer to retained earnings on account of stock options not exercised	(61.05)
As at March 31, 2021	**145.43**
Add: Share based payment charge / (credit) net off stock options forfeited during the year	38.95
Less: Transfer to general reserve on exercise of stock options	(77.53)
As at March 31, 2022	**106.85**

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

(Rupees in Million)

As at April 1, 2020	**(255.20)**
Less: Net movement on cash flow hedges	605.57
Add: Deferred tax on net movement on cash flow hedges	(152.41)
As at March 31, 2021	**197.96**
Less: Net movement on cash flow hedges	(101.69)
Add: Deferred tax on net movement on cash flow hedges	25.59
As at March 31, 2022	**121.86**

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

(Rupees in Million)

As at April 1, 2020	**0.11**
As at March 31, 2021	**0.11**
As at March 31, 2022	**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

(Rupees in Million)

As at April 1, 2020	-
As at March 31, 2021	-
Add: Gain on buyback of shares held by eClerx Employee Welfare Trust	29.74
Add: Gain on shares sold by eClerx Employee Welfare Trust on exercise of stock options	10.26
Add: Transferred from share based payment reserve on exercise of options	77.53
As at March 31, 2022	**117.53**

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

(Rupees in Million)

As at April 1, 2020	**42.45**
Add: Amount transferred from retained earnings on account of buy back of shares	20.94
As at March 31, 2021	**63.39**
Add: Amount transferred from retained earnings on account of buy back of shares	10.63
As at March 31, 2022	**74.02**

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, 2020	**4.83**
Add: Movement during the year	0.17
As at March 31, 2021	**5.00**
Add: Movement during the year	3.29
As at March 31, 2022	**8.29**

Reserves created by the Group to meet the requirements of the statutes in overseas subsidiary.

Foreign currency translation reserve

(Rupees in Million)

As at April 1, 2020	**900.80**
Add: Movement during the year	48.06
As at March 31, 2021	**948.86**
Add: Movement during the year	118.25
As at March 31, 2022	**1,067.11**

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

(Rupees in Million)

As at April 1, 2020	**12,878.67**
Add: Profit during the year	2,825.61
Less: Remeasurement losses on defined benefit plans	(19.90)
Less: Buyback Expenses	(9.47)
Less: Amount transferred to capital redemption reserve on account of buyback of shares	(20.94)
Less: Dividend and dividend tax paid	(34.01)
Add: Transfer on account of stock options not exercised	61.05
Less: Tax on Buyback	(243.00)
Add: Reversal of tax on net operating loss utilized	3.23
Less: Premium on Buyback of shares	(1,060.24)
Less: Deferred tax on account of stock options not exercised	(4.11)
As at March 31, 2021	**14,376.89**
Add: Profit during the year	4,174.01

Less: Remeasurement losses on defined benefit plans	(12.38)
Less: Buyback Expenses	(27.88)
Less: Amount transferred to capital redemption reserve on account of buyback of shares	(10.63)
Less: Dividend paid	(34.16)
Add: Transfer on account of stock options not exercised	3.39
Less: Tax on Buyback	(654.50)
Less: Premium on Buyback of shares	(3,019.37)
As at March 31, 2022	**14,795.37**

Retained earnings represent the amount of accumulated earnings of the Group.

Other reserves

(Rupees in Million)

	As at March 31, 2022	As at March 31, 2021
Securities premium	-	-
Share based payment reserves	106.85	145.43
Hedging reserve	121.86	197.96
Capital reserve	0.11	0.11
General reserve	117.53	-
Capital redemption reserve	74.02	63.39
Statutory reserve	8.29	5.00
Foreign currency translation reserve	1,067.11	948.86
Retained earnings	14,795.37	14,376.89
	16,291.14	**15,737.64**

Treasury Shares

(Rupees in Million)

As at March 31, 2020	**(1,069.51)**
As at March 31, 2021	**(1,069.51)**
Add: Shares purchased by eClerx Employee Welfare Trust	(169.75)
Less: Buyback of shares held by eClerx Employee Welfare Trust	23.47
Less: Shares Sold by eClerx Employee Welfare Trust on exercise of stock options	269.59
As at March 31, 2022	**(946.20)**

Dividend distribution and proposed

(Rupees in Million)

	As at March 31, 2022	As at March 31, 2021
Cash dividends on equity shares declared and paid:		
Final dividend for the year ended on March 31, 2021: Re. 1 per share (March 31, 2020: Re.1 per share)	34.16	34.01
	34.16	**34.01**
Proposed dividends on equity shares:		
Cash dividend for the year ended on March 31, 2022: Re.1 per share (March 31, 2021: Re. 1 per share)	33.10	34.01
	33.10	**34.01**

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, 2022.

15. Employee benefit obligations

(Rupees in Million)

	As at March 31, 2022	As at March 31, 2021
Non-current		
Gratuity (refer note 32)	357.97	344.16
Other employee benefits	107.43	116.80
Incentive to employees	79.05	101.12
	544.45	**562.08**
Current		
Gratuity (refer note 32)	47.24	43.65
Compensated absences	241.75	206.00
Incentive to employees	998.31	791.60
	1,287.30	**1,041.25**

16. Other non-current financial liabilities

(Rupees in Million)

	As at March 31, 2022	As at March 31, 2021
Advance received from customer	35.24	12.16
Liability towards contingent consideration	-	16.86
	35.24	**29.02**

17. Borrowings

(Rupees in Million)

	As at March 31, 2022	As at March 31, 2021
Unsecured:*		
Current borrowings	0.91	3.22
Non current borrowings	0.50	1.71
	1.41	**4.93**

* 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)

	As at March 31, 2022	As at March 31, 2021
18.a. Dues of Micro enterprises and small enterprises		
Trade payables	4.61	9.81
18.b. Dues of creditors other than Micro enterprises and small enterprises		
Trade payables	161.94	219.51

- All trade payables as at March 31, 2022 and March 31, 2021 are undisputed and outstanding for less than a year from due date of payment, except for trade payables to creditors other than micro enterprises and small enterprises amounting to Rs. 0.13 million (March 31, 2021: Rs. 0.37 miilion) which is outstanding for 1-2 years and Rs 0.12 million (March 31, 2021: Rs. 0.23 million) which is outstanding for more than 3 years.
- 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, 2022	As at March 31, 2021
Unpaid dividend	0.29	0.59
Unpaid fractional share payout	0.01	0.01
Contract liabilities	403.36	324.23
Accrued expense	495.93	354.96
Liability towards contingent consideration (Refer note 42)	20.74	158.72
Payables for capital expenditure	-	13.32
Payable to employees and settlor on exercise of options	8.99	-
	929.32	**851.83**
Break up of financial liabilities at amortised cost		
Borrowings	1.41	4.93
Trade payables	166.55	229.32
Other financial liabilities	943.82	705.27
Total	**1,111.78**	**939.52**
Break up of financial liabilities at fair value through profit and loss		
Liability towards contingent consideration (non - current)	-	16.86
Liability towards contingent consideration (current)	20.74	158.72
Total (Refer note 42)	**20.74**	**175.58**

20. Other current liabilities

(Rupees in Million)

	As at March 31, 2022	As at March 31, 2021
Statutory dues and other liabilites	159.26	143.91
Other payables	7.82	45.30
	167.08	**189.21**

21. Income taxes

The major components of income tax expense for the years ended March 31, 2022 and March 31, 2021 are:

Consolidated statement of profit and loss:

Profit and loss section

(Rupees in Million)

	As at March 31, 2022	As at March 31, 2021
Current income tax:		
Pertaining to current year	1,491.34	1,023.57
Adjustments in respect of current income tax of previous year	5.89	7.78
Deferred tax		
Relating to origination and reversal of temporary differences	(69.94)	(53.38)
Income tax expense reported in the statement of profit and loss	**1,427.29**	**977.97**

OCI section

Deferred tax related to items recognised in OCI during in the year ended:

(Rupees in Million)

	As at March 31, 2022	As at March 31, 2021
Net movement on of cash flow hedges	25.59	(152.41)
Net movement on remeasurement gains on defined benefit plans	3.76	6.40
Deferred tax credited / (debited) to OCI	**29.35**	**(146.01)**

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2022 and March 31, 2021:

	As at March 31, 2022	As at March 31, 2021
Accounting profit before income tax	**5,604.87**	**3,806.18**
At India's statutory income tax rate of 25.168% (March 31, 2021: 25.168%)	1,410.63	957.94
Tax effect of income not chargeable to tax	(7.44)	(15.27)
Adjustments in respect of current income tax of previous year	5.89	7.78
Effect of different tax rates in subsidiaries	1.77	(7.23)
Change in Deferred taxes estimate on expiry of tax exemption	(22.43)	-
(Allowances)/Disallowances for income tax purpose	38.87	34.75
Income tax expense reported in the statement of profit and loss	**1,427.29**	**977.97**

At the effective income tax rate of 25.47% (March 31, 2021: 25.69%)

Significant component of deferred tax assets /(liabilities) and movement during the year as under:

(Rupees in Million)

Deferred tax balance in relation to	As at March 31, 2021	For the year ended March 31, 2022				As at March 31, 2022
		Acquired pursuant to business combination	Recognized / (reversed) through profit and loss	Recognized / (reversed) from OCI	Others / Utilisation	
Accelerated depreciation for tax purposes	(0.40)	-	44.98	-	-	44.58
Share based payments	21.33	-	(1.95)	-	-	19.38
Gratuity	72.04	-	9.39	-	-	81.43
Expenses available for offsetting against future taxable income	51.32	-	(2.92)	-	-	48.40
Revaluation of cash flow hedges	(66.58)	-	-	25.59	-	(40.99)
Remeasurement gains / losses on defined benefit plans	12.83	-	1.64	3.76	-	18.23
Leases	107.14	-	8.96	-	-	116.10
Gain on fair valuation of current investment	(13.10)	-	(3.04)	-	-	(16.14)
Minimum alternative tax credit	32.66	-	-	-	(26.11)	6.55
Intangibles on consolidation	(53.40)	-	8.44	-	-	(44.96)
Exchange Difference	-	-	4.44	-	-	-
Net deferred tax assets / (liabilities)	**163.84**	**-**	**69.94**	**29.35**	**(26.11)**	**232.58**

Significant component of deferred tax assets /(liabilities) and movement during the year as under:

(Rupees in Million)

Deferred tax balance in relation to	As at March 31, 2020	For the year ended March 31, 2021				As at March 31, 2021
		Acquired pursuant to business combination	Recognized / (reversed) through profit and loss	Recognized / (reversed) from OCI	Others / Utilisation	
Accelerated depreciation for tax purposes	(20.58)	-	20.18	-	-	(0.40)
Share based payments	23.59	-	1.89	-	(4.15)	21.33
Gratuity	65.76	-	6.28	-	-	72.04
Expenses available for offsetting against future taxable income	18.08	5.28	27.96	-	-	51.32
Revaluation of cash flow hedges	85.83	-	-	(152.41)	-	(66.58)
Remeasurement gains / (losses) on defined benefit plans	6.43	-	-	6.40	-	12.83
Leases	75.79	28.87	2.48	-	-	107.14
Gain on fair valuation of current investment	-	-	(13.10)	-	-	(13.10)
Minimum alternative tax credit	-	41.15	-	-	(8.49)	32.66
Intangibles	-	(56.56)	3.16	-	-	(53.40)
Exchange Difference	-	-	4.53	-	-	-
Net deferred tax assets / (liabilities)	**254.90**	**18.74**	**53.38**	**(146.01)**	**(12.64)**	**163.84**

Reflected in the balance sheet as follows:

(Rupees in Million)

	As at March 31, 2022	As at March 31, 2021
Deferred tax assets	379.92	339.73
Deferred tax liabilities	147.34	175.89
Deferred tax assets, net	**232.58**	**163.84**

Reconciliation of deferred tax assets/ (liabilities) (net):

(Rupees in Million)

	As at March 31, 2022	As at March 31, 2021
Opening balance	**163.84**	**254.90**
Tax income / (expense) during the period recognised in profit and loss	69.94	53.38
Tax income / (expense) during the period recognised in OCI	29.35	(146.01)
Acquired pursuant to business combination	-	18.74
Others	(26.11)	(12.64)
Exchange difference	(4.54)	(4.53)
Closing balance	**232.58**	**163.84**

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)

	As at March 31, 2022	As at March 31, 2021
Sale of services	21,593.33	15,644.91
Other operating revenue	10.12	-
	21,603.45	**15,644.91**
Revenues consist of the following:		
Revenue from ITeS services	20,409.61	14,902.38
Revenue from software development, licensing of software products & related services	1,183.72	742.53
Total revenue from operations	**21,593.33**	**15,644.91**

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.

(Rupees in Million)

	As at March 31, 2022	As at March 31, 2021
Revenues by Geography		
North America	14,953.65	10,592.65
United Kingdom	1,344.56	977.15
Europe	3,594.75	2,996.78
Asia Pacific	1,700.37	1,078.33
Total	**21,593.33**	**15,644.91**

Revenues by contract type		
Time & Materials	19,753.83	13,676.77
Fixed Price	1,839.50	1,968.14
Total	**21,593.33**	**15,644.91**

Reconciliation of the amount of revenue recognised in the statement of profit and loss with the contracted price:

Revenue as per contracted price	21,808.45	15,773.05
Reductions towards variable consideration components*	(215.12)	(128.14)
Revenue from contract with customers	**21,593.33**	**15,644.91**

*The reduction towards variable component comprises of volume discounts.

During the year ended March 31, 2022 , the Group recognised revenue of Rs 218.11 million arising from opening unearned revenue as of April 1, 2021. During the year ended March 31, 2021 , the Group recognised revenue of Rs 131.55 million arising from opening unearned revenue as of April 1, 2020.

During the years ended March 31, 2022 and March 31, 2021, there is no revenue recognised from performance obligations satisfied (or partially satisfied) in previous periods.

As at March 31, 2022 and March 31, 2021, 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:

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, 2022, other than those meeting the exclusion criteria mentioned above, is Rs.904.01 million (March 31, 2021: Rs. 666.82 million). Out of this, the Group expects to recognise revenue of around 35.18% (March 31, 2021: 44.14%) 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, 2022	For the year ended March 31, 2021
Interest income on fixed deposits	44.81	85.02
Interest income on corporate rent deposits	21.28	16.52
Dividend	0.03	0.06
Gain on foreign exchange fluctuation (net)	82.82	-
Gain on lease modification	2.37	5.72
Profit on sale of current investments	57.24	224.51
Fair value gain on financial instruments at fair value through profit or loss	11.58	-
Government grants	19.37	9.08
Gain on sale of fixed assets	1.28	-
Miscellaneous income	5.40	3.63
	246.18	**344.54**

24. Employee benefits expense

(Rupees in Million)

	For the year ended March 31, 2022	For the year ended March 31, 2021
Salaries, wages and bonus	11,233.19	8,338.85
Employee stock compensation	42.26	21.32
Contribution to provident and other funds	470.12	368.43
Gratuity expense (refer note 32)	78.94	61.95
Staff welfare expense	130.86	62.55
	11,955.37	**8,853.10**

25. Depreciation and amortisation expense

(Rupees in Million)

	For the year ended March 31, 2022	For the year ended March 31, 2021
Depreciation of tangible assets (refer note 3)	452.62	385.16
Amortisation of intangible assets (refer note 4)	195.37	99.44
Depreciation on Right of Use on Lease Assets (refer note 34.a.)	383.94	331.33
	1,031.93	**815.93**

26. Finance costs

(Rupees in Million)

	For the year ended March 31, 2022	For the year ended March 31, 2021
Interest on loans	-	2.85
Interest on lease liabilities (refer note 34. a.)	215.20	199.92
	215.20	**202.77**

27. Other expense

(Rupees in Million)

	For the year ended March 31, 2022	For the year ended March 31, 2021
Rent expenses	240.86	209.91
Travelling expense	93.43	53.18
Communication expense	274.19	225.79
Legal and professional charges	463.53	301.34
Repairs and maintenance		
Building	38.83	6.28
Others	60.41	36.07
Consumables	16.86	16.91
Rates and taxes	13.78	21.86
Office expenses	58.75	48.53
Housekeeping services	35.87	28.07
Security charges	26.38	27.29
Insurance expenses	51.02	34.66
Subscription & membership fees	166.18	103.10
Electricity	96.09	87.47
Local conveyance	49.85	43.86
Computer and electrical consumables	245.48	228.52
Printing and stationery	5.29	3.64
Bad debts written off	1.22	1.73
Advertisement Expenses	9.42	4.67
Provision for doubtful debts	3.80	1.04
Business promotion	166.65	45.67
Bank charges	12.42	11.43
Directors' sitting fees	2.16	2.52
Loss on sale of fixed assets/assets disposed off (net)	2.33	3.56
Corporate Social Responsibility ("CSR") expenditure (refer details below)	53.97	54.48
Freight, transportation, port charges etc	24.27	12.79
Foreign exchange loss (net)	-	88.69
Miscellaneous expense	1.57	7.16
Fair value loss on financial instruments at fair value through profit or loss	2.82	70.23
	2,217.43	**1,780.45**

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 a follows:

(Rupees in Million)

	For the year ended March 31, 2022	For the year ended March 31, 2021
Revenue expenditure	112.95	89.00
Capital expenditure	-	-
	112.95	**89.00**

Details of CSR expenditure:

Gross amount required to be spent by the Group during the year: Rs 56.08 (March 31, 2021: Rs. 56.18) million. Gross amount approved by the board to be spent during the year: Rs. 54.75 (March 31, 2021: Rs. Rs. 55.28) 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, 2022

	In cash	Yet to be paid in cash	Total
(i) Construction/acquisition of any asset	-	-	-
(ii) On purposes other than above	53.97	-	53.97

For the year ended March 31, 2021

	In cash	Yet to be paid in cash	Total
(i) Construction/acquisition of any asset	-	-	-
(ii) On purposes other than above	54.48	-	54.48

CSR amount spent or unspent for the financial year

	For the year ended March 31, 2022	For the year ended March 31, 2021
Contribution to charitable trust*	53.43	54.48
Unspent amount in relation to:		
Ongoing project	-	-
Other than ongoing project**	0.54	-
	53.97	**54.48**

* 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")

The disaggregation of changes to OCI by each type of reserve in equity is shown below:

During the year ended March 31, 2022:

(Rupees in Million)

	Cash flow hedge reserve	Retained earnings	Total
Net movement on cash flow hedges	(101.69)	-	(101.69)
Income tax effect on net movement on cash flow hedges	25.59	-	25.59
Remeasurement gains / (losses) on defined benefit plans	-	(16.14)	(16.14)
Income tax effect on remeasurement gains / (losses) on defined benefit plans	-	3.76	3.76
Exchange differences on translation of foreign operations	118.25	-	118.25
	42.15	**(12.38)**	**29.77**
During the year ended March 31, 2021:			
Net movement on cash flow hedges	605.57	-	605.57
Income tax effect on net movement on cash flow hedges	(152.41)	-	(152.41)
Remeasurement gains / (losses) on defined benefit plans	-	(26.30)	(26.30)
Income tax effect on remeasurement gains / (losses) on defined benefit plans	-	6.40	6.40
Exchange differences on translation of foreign operations	48.06	-	48.06
	501.22	**(19.90)**	**481.32**

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, 2022	As at March 31, 2021
Profit attributable to equity holders of the Group:		
Continuing operations (Rs in millions)	4,174.01	2,825.61
Weighted average number of equity shares	33,713,347	34,621,619
Dilutive impact of employee stock options	621,496	138,147
Weighted average number of equity shares adjusted for the effect of dilution *	34,334,843	34,759,766
Earnings per equity share (in Rs.)		
Basic	123.81	81.61
Diluted	121.57	81.29

Note: *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

	As at March 31		Currency	Face value	As at March 31	
	2022	2021			2022	2021
	No. of shares/units				Rupees in Million	
Investments in unquoted equity instruments (fully paid up)						
Talentick Edusolutions Private Limited	8,000	8,000	INR	1	2.40	2.40
Investment in Class A units						
Stellaris Venture Partners India Trust II	200	-	INR	100,000	17.18	-
Total					**19.58**	**2.40**

29.b. Details of current investments

	As at March 31		As at March 31	
	2022	2021	2022	2021
Investments in Indian money market mutual funds	Number of units		Rupees in Million	
Aditya Birla Sun Life Overnight Fund- Growth- Direct Plan	42,023	188,715	48.31	210.03
IDFC Ultra Short Term Fund Direct Plan-Growth	24,867,088	24,867,088	308.63	297.69
IDFC Low Duration Fund- Growth- (Direct Plan)	3,496,931	3,496,931	111.41	107.21
IDFC Cash Fund - Growth - (Direct Plan)	124,497	136,714	320.07	339.87
IDFC Low Duration Fund- Growth- (Regular Plan)	6,651,346	6,651,346	208.57	201.17
Invesco India Overnight Fund - Direct Plan Growth	-	54,259	-	56.45
Invesco India Liquid Fund - Direct Plan Growth	109,485	90,809	320.06	256.63
Nippon India Overnight Fund- Direct Growth Plan	532,006	-	60.71	-
UTI Liquid Cash Plan - Regular Plan - Growth	-	89,485	-	300.05
DSP Liquidity Fund - Regular Plan - Growth	-	41,306	-	120.60
DSP Overnight Fund - Direct - Growth	-	24,677	-	27.20
DSP Savings Fund- Direct Plan- Growth	-	8,679,317	-	365.40
Aditya Birla Sun Life Liquid Fund - Daily dividend - Direct Plan	-	14,921	-	1.50
Invesco India Money Market Fund - Direct Plan - Growth	47,586	-	120.92	-
L&T Liquid Fund Direct Plan -Growth	112,024	-	327	-
Birla Sun Life Cash Plus – Direct - Daily Dividend Reinvestment Option	9,227	-	0.92	-
Kotak Liquid Scheme - Regular - Growth	26,448	-	113.06	-
Total			**1,939.21**	**2,283.80**

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	
			March 31, 2022	March 31, 2021
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	-

* This is subsidiary for the purpose of consolidation as per Ind AS 110 “Consolidated Financial Statements.

** Refer note 42

***Incorporated in January 2022 having its registered office in Australia.

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, 2022 and March 31, 2021 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)

	As at March 31, 2022	As at March 31, 2021
Customer Operations CGU	888.59	888.59
CLX Europe CGU	1,350.20	1,377.55
Two Four Consulting CGU	51.85	49.99
Eclipse Global Holdings CGU (Refer note 42)	1,462.83	1,410.12
	3,753.47	**3,726.25**

Customer Operations CGU

The recoverable amount of the Customer operations CGU as on March 31, 2022 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 2021 : 5.45%). The growth rate used to extrapolate the cash flows of the unit beyond the five-year period is 2% (March 31, 2021: 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 26.95% (March 31, 2021 : 26.96%) . 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, 2022 has been determined based on a value in use calculation using cash flow projections from financial budgets approved by the management covering a three 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 three year period is 5.82% (31 March 2021 : 7.10%). The growth rate used to extrapolate the cash flows of the unit beyond the three-year period is 2% (March 31, 2021: 1%). 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 9.60% for its units in different countries. (March 31, 2021 : 8.30 %). 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, 2022 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 9.56% (31 March 2021 : 5.70%). The growth rate used to extrapolate the cash flows of the unit beyond the five year period is 2% (31 March 2021 : 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 17.63% (31 March 2021 : 14.34%) 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, 2022 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 5.00% (31 March 2021 : 5.00%). The growth rate used to extrapolate the cash flows of the unit beyond the five year period is 2% (31 March 2021 : 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 17.54% (31 March 2021 : 17.36%) 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 calulation 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 uncertainities.

Margins & Costs: These are based on average margins achieved historically and adjusted for anticipated effciencies 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 :

(Rupees in Million)

	As at March 31, 2022	As at March 31, 2021
Current service cost	50.81	42.03
Interest cost on benefit obligation	24.90	19.66
"Return on plan assets (excluding amounts included in net interest expense)"	(0.24)	(0.57)
	75.47	**61.12**

The funded status majorly of the Indian gratuity plans and the amounts recognized in the Group's financial statements as at March 31, 2022 and March 31, 2021 is as follows:

(Rupees in Million)

	Domestic Plan		
	Defined benefit obligation	**Fair value of plan assets**	**Net Total**
Employee benefit liability as at April 1, 2020	**313.37**	**8.68**	**304.69**
Gratuity cost charged to statement of profit and loss			
Service cost	46.46	-	46.46
Net interest expense	20.55	-	20.55
Return on plan assets (excluding amounts included in net interest expense)	-	0.57	(0.57)
Sub-total included in statement of profit and loss	**67.01**	**0.57**	**66.44**
Benefits paid			
from fund	(33.49)	(33.49)	-
paid by employer	(1.04)	-	(1.04)
Remeasurement losses / (gains) in other comprehensive income			
Actuarial changes arising from changes in demographic assumptions	2.19	-	2.19
Actuarial changes arising from changes in financial assumptions	(0.42)	-	(0.42)
Experience adjustments	32.30	-	32.30
Sub-total of remeasurement losses / (gains) included in OCI	**34.07**	**-**	**34.07**
Contributions by employer	**-**	**27.86**	**(27.86)**
Employee benefit liability as at March 31, 2021	**379.92**	**3.62**	**376.30**

(Rupees in Million)

	Domestic Plan		
	Defined benefit obligation	Fair value of plan assets	Net Total
Employee benefit liability as at April 1, 2021	**379.92**	**3.62**	**376.30**
Gratuity cost charged to statement of profit and loss			
Service cost	50.81	-	50.81
Net interest expense	24.90	-	24.90
Return on plan assets (excluding amounts included in net interest expense)	-	0.24	(0.24)
Sub-total included in statement of profit and loss	**75.71**	**0.24**	**75.47**
Benefits paid			
from fund	(64.55)	(64.55)	-
paid by employer	(4.28)	-	(4.28)
Remeasurement losses / (gains) in other comprehensive income			
Actuarial changes arising from changes in demographic assumptions	(0.17)	-	(0.17)
Actuarial changes arising from changes in financial assumptions	(11.55)	-	(11.55)
Experience adjustments	26.91	-	26.91
Sub-total of remeasurement losses / (gains) included in OCI	**15.19**	**-**	**15.19**
Contributions by employer	-	72.95	(72.95)
Benefit liability as on March 31, 2022	**401.99**	**12.26**	**389.73**

The principal assumptions used in determining gratuity obligations of the Group are shown below:

	March 31, 2022 %	March 31, 2021 %
Discount rate:		
India gratuity plan	6.59 - 6.85	6.27 - 6.79
Future salary increases:		
India gratuity plan	6 - 7	6 - 7
Assumption:		
Expected return on plan assets	6.59 - 6.85	6.57
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 (2006-08).

A quantitative sensitivity analysis for significant assumption is as shown below:

India gratuity plan:

	March 31, 2022	March 31, 2021
Increase / (Decrease) on account of:		
Effect of +1% Change in discount rate	(39.60)	(40.81)
Effect of -1% Change in discount rate	46.74	48.46
Effect of +1% Change in future salary increases	39.69	42.26
Effect of -1% Change in future salary increases	(35.45)	(37.07)
Effect of +1% Change in employee turnover	4.14	1.78
Effect of -1% Change in employee turnover	(4.80)	(2.24)

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, 2022	March 31, 2021
Within the next 12 months (next annual reporting period)	22.15	18.45
Between 2 and 5 years	88.27	74.18
Between 5 and 10 years	124.16	116.25
Total expected payments	**234.59**	**208.89**

The average duration of the defined benefit plan obligation at the end of the reporting period is 13 years (31 March 2021: 13.60 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 Commitee. 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)

	As at March 31, 2022	As at March 31, 2021
Expense arising from equity-settled share-based payment transactions	42.26	21.32
	42.26	**21.32**

ESOP 2011 scheme:

The Company instituted ESOP 2011 scheme under which 1,600,000 stock options have been allocated for grant to the employees. The scheme was approved by the shareholders at the Eleventh Annual General Meeting held on August 24, 2011. The Scheme was subsequently amended to increase the number of options to 2,600,000 stock options vide resolution passed at Thirteenth Annual General Meeting held on August 22, 2013.

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 2011 scheme

(Rupees in Million)

	March 31, 2022	March 31, 2022	March 31, 2021	March 31, 2021
	No. of options	WAEP	No. of options	WAEP
Outstanding at the beginning of the year	-	-	136,053	1,196.25
Forfeited during the year	-	-	136,053	1,196.25
Exercised during the year	-	-		
Outstanding at the end of the year	**-**	**-**	**-**	**-**
Exercisable at the end of the year	-		-	

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 31, 2022, the ESOP trust has bought 74,440 shares (March 31,2021: Nil) from open market. As at March 31, 2022, ESOP Trust holds 728,335 shares (March 31, 2021 : 8,83,605) 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

(Rupees in Million)

	March 31, 2022	March 31, 2022	March 31, 2021	March 31, 2021
	No. of options	WAEP	No. of options	WAEP
Outstanding at the beginning of the year	1,064,048	864.21	930,698	1,082.00
Granted during the year	362,500	1,225.48	318,080	413.03
Forfeited during the year	180,207	1,172.03	184,730	1,185.44
Exercised during the year	212,600	1,338.08	-	-
Outstanding at the end of the year	**1,033,741**	**839.78**	**1,064,048**	**864.21**
Exercisable at the end of the year	126,410		212,827	

The weighted average remaining contractual life for the share options outstanding as at March 31, 2022 was 3.99 years (March 31, 2021: 3.77 years).

The range of exercise prices for options outstanding at the end of the year was Rs. 413.03 to Rs. 1,379.15 (March 31, 2021: Rs.413.03 to Rs. 1,379.15).

The weighted average fair value of options granted during the year was Rs. 304.29 (March 31, 2021: Rs. 85.29)

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 :

(Rupees in Million)

	For the year ended March 31, 2022	For the year ended March 31, 2021
Date of grant	June 10, 2021	June 09, 2020
Dividend yield (%)	7.08	7.49
Expected volatility (%)	40.30	35.83
Risk–free interest rate (%)	5.50	5.38
Expected life of share options (years)	4.31	4.31
Model used	Black and Scholes	Black and Scholes
Stock price (Rs.)	1,292.80	413.03
Exercise Price (Rs.)	1,225.48	413.03

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. Further, the Group has also adopted Ind AS 116 'Leases' with effect from April 1, 2019 using the modified retrospective method.

The changes in the carrying values of right-of-use asset for the years ended March 31, 2021 and March 31, 2020 are given below.

Gross carrying value	
As at April 01, 2020	**1,586.80**
Additions on account of acquisition of business (refer note 42)	247.65
Additions	169.91
Deletions	81.08
Translation exchange difference	(9.21)
As at March 31, 2021	**1,914.07**
Additions	260.46
Deletions	12.53
Translation exchange difference	2.62
As at March 31, 2022	**2,164.62**
Depreciation and impairment	
As at April 1, 2020	305.33
Depreciation charge for the year	331.33
Deletions	50.06
As at March 31, 2021	**586.60**
Depreciation charge for the year	383.94
Deletions	-
As at March 31, 2022	**970.54**
Net Book Value	
As at March 31, 2022	**1,194.08**
As at March 31, 2021	**1,327.47**

Set out below are the carrying amounts of lease liabilities and the movements during the the years ended March 31, 2022 and March 31, 2021:

As at April 01, 2020	**1,557.34**
Additions on account of acquisition of business (refer note 42)	352.25
Additions	169.91
Deletions	(34.42)
Accretion of interest	199.92
Repayments	(493.43)
Translation exchange difference	(9.22)
As at March 31, 2021	**1,742.35**
Additions	260.46
Deletions	-
Accretion of interest	215.20
Repayments	(578.21)
Translation exchange difference	(9.97)
As at March 31, 2022	**1,629.83**

(Rupees in Million)

	March 31, 2022	March 31, 2021
Current	364.99	304.65
Non-current	1,264.84	1,437.70
	1,629.83	**1,742.35**

The maturity analysis of undiscounted lease liabilities as at March 31, 2022 and March 31, 2021 are as follows:

Less than 1 year	553.27	513.91
1 to 5 years	1,603.72	1,502.51
>5 years	82.18	429.06
	2,239.17	**2,445.48**

The following amounts are recognised in Statement of Profit and Loss for the year ended March31,2022:

Depreciation expenses on right-of-use assets	383.94	331.33
Interest expense on lease liabilities	215.20	199.92
	599.14	**531.25**

The Group had total cash outflows for leases of Rs. 578.21 million for the year ended March 31, 2022 (March 31, 2021: Rs. 493.43 million). The Group does not have non-cash additions to right-of-use assets and lease liabilities for the years ended March 31, 2022 and March 31, 2021. There are no future cash outflows relating to leases that have not yet commenced

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, 2022 is as follows:

Less than 1 year	7.35	3.09
1 to 5 years	-	-
>5 years	-	-
	7.35	**3.09**

34. b. Commitments

(Rupees in Million)

	March 31, 2022	March 31, 2021
Capital Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	112.65	57.41

34. c. Contingent liabilities

(Rupees in Million)

	March 31, 2022	March 31, 2021
Contingent liabilities		
Income tax demands (refer note a)	592.73	205.33
Indirect tax demands (refer note b)	125.10	128.29

Notes:

(a) The Company has received Income tax demands amounting to Rs. 592.73 million (including interest) for financial years 2009-10 to 2019-20 against which appeals are pending with Deputy / Assistant Commissioner of Income Tax, Commissioner of Income Tax (Appeals) and Income Tax Appelate Tribunal.

(b) The Company has received Service tax demands amounting to Rs. 125.10 million(excluding interest and penalties) for the period April 2007 to March 2013 against which appeals are pending with Central Excise and Service Tax Appelate Tribunal.

With respect to tax refund claims for the period July 2014 till March 2017 to the extent rejected by the Services Tax Deparment for Rs.2.08 million, the Company's appeals are pending with Central Excise and Service Tax Appelate 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 Group is remote. Hence, no provision has been made in the financial statements for these disputes except Rs 15.22 million has been provided as per requirement of Appendix C to Ind AS 12 Income Taxes.

35. Related party transcations

A. RELATED PARTIES & KEY MANAGEMENT PERSONNEL

Name of related party and related party relationship

KEY MANAGEMENT PERSONNEL:	
1. **PRADEEP KAPOOR** (Non-Executive Independent Director - Chairman) (Resigned w.e.f. February 3, 2022)	7. **BIREN GABHAWALA** (Non-Executive Independent Director)
2. **PD MUNDHRA** (Executive Director)	8. **ANISH GHOSHAL** (Non-Executive Independent director) (upto February 2, 2022) (Non-Executive Independent Director - Chairman) (w.e.f. February 3, 2022)
3. **ANJAN MALIK** (Non-Executive Director)	9. **ALOK GOYAL** (Non-Executive Independent Director)
4. **ROHITASH GUPTA** (Chief Financial Officer) (Resigned w.e.f. May 12, 2022)	10. **DEEPA KAPOOR** (Non-Executive Independent Director)
5. **SRINIVASAN NADADHUR** (Chief Financial Officer) (w.e.f. May 12, 2022)	11. **SHAILESH KEKRE** (Non-Executive Independent Director)
6. **PRATIK BHANUSHALI** (Company Secretary)	12. **SRINJAY SENGUPTA** (Non-Executive Independent Director)

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

(Rupees in Million)

Name	Nature of Transaction	March 31, 2022	March 31, 2021
Anjan Malik	Dividend	9.37	9.37
PD Mundhra	Dividend	9.37	9.37
Pradeep Kapoor	Dividend	0.01	0.01
Rohitash Gupta	Dividend	0.03	0.03
Biren Gabhawala	Dividend	0.01	0.01
Anish Ghoshal	Dividend	0.01	0.01
Biren Gabhawala	Commission & Sitting Fees	2.36	2.32
Anish Ghoshal	Commission & Sitting Fees	2.36	2.32
Pradeep Kapoor	Commission & Sitting Fees	1.93	2.32
Alok Goyal	Commission & Sitting Fees	2.30	2.26
Deepa Kapoor	Commission & Sitting Fees	2.30	2.32
Shailesh Kekre	Commission & Sitting Fees	2.30	2.32
Srinjay Sengupta	Commission & Sitting Fees	2.30	0.38
PD Mundhra	Buy Back of shares	710.05	-
Anjan Malik	Buy Back of shares	709.76	-
Pradeep Kapoor	Buy Back of shares	0.78	-
Biren Gabhawala	Buy Back of shares	0.45	-

Compensation of key management personnel of the Group

(Rupees in Million)

	March 31, 2022	March 31, 2021
Anjan Malik Short-term employee benefits	30.39	24.76
PD Mundhra Short-term employee benefits	27.60	24.84
Rohitash Gupta		
Short-term employee benefits	15.34	14.35
Share-based payment	2.46	-
Pratik Bhanushali		
Short-term employee benefits	4.96	4.09
Total compensation paid to key management personnel	**80.75**	**68.04**

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

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:

(Rupees in Million)

	For the year ended	
	March 31, 2022	March 31, 2021
Revenue from external customers		
North America	14,953.65	10,592.65
United Kingdom	1,344.56	977.15
Europe	3,594.75	2,996.78
Asia Pacific	1,700.37	1,078.33
Total Revenue	**21,593.33**	**15,644.91**

The Group has one customer with revenue greater than 10% of total group revenue amounting to Rs.3,079.29 million for the year ended March 31, 2022 and two customers with revenue greater than 10% each of the group revenue totalling Rs.4,253.56 million for the year ended March 31, 2021.

(Rupees in Million)

	As at March 31, 2022	As at March 31, 2021
Non-current operating assets		
North America	3,798.97	3,348.05
United Kingdom	22.39	39.42
Europe	1,941.37	1,947.50
Asia Pacific	1,566.20	2,090.25
Total Assets	**7,328.93**	**7,425.22**

Note: Non - current operating assets for this purpose consists of property plant and equiment, 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 49.74% 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, 2022

Type of Hedge and Risks	Nominal Value (Rs. in Million)	Carrying amount of hedging instrument (Rs. in Million)		Maturity date	Weighted average forward rate
		Assets	Liabilities		
Cash flow hedges					
Foreign currency risk					
Foreign exchange forward contracts - USD	13,641.74	162.86	-	April 2022-March 2024	78.72

March 31, 2021

Type of Hedge and Risks	Nominal Value (Rs. in Million)	Carrying amount of hedging instrument (Rs. in Million)		Maturity date	Weighted average forward rate
		Assets	Liabilities		
Cash flow hedges					
Foreign currency risk					
Foreign exchange forward contracts - USD	10,666.67	264.56	-	April 2021-April 2023	77.75

The cash flow hedges of the expected future sales during the year ended March 31, 2022 were assessed to be highly effective and a net unrealised gain of Rs. 162.86 million, with a deferred tax liability of Rs. 40.99 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, 2021 were assessed to be highly effective and an unrealised gain of Rs 264.56 million with a deferred tax liability of Rs.66.58 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, 2022, amounts to gain of Rs. 339.26 million (March 31, 2021: Gain of Rs. 58.53 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, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Fair value through profit or loss (FVTPL) financial investments	1,958.79	2,286.20	1,958.79	2,286.20
Foreign exchange forward contracts - (Liabilities) / Assets	162.86	264.56	162.86	264.56
Fair value through profit or loss (FVTPL) financial liability towards contingent consideration (Refer note 42)	20.74	175.58	20.74	175.58
Total	**2,142.39**	**2,726.34**	**2,142.39**	**2,726.34**

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, 2021, 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, 2022:

(Rupees in Million)

		Fair value measurement using			
	Date of valuation	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, 2022	162.86	-	162.86	-
FVTPL financial investments (Note 38):					
Investments in quoted mutual funds	March 31, 2022	1,939.21	1,939.21	-	-
Investments in unquoted equity shares / fund	March 31, 2022	19.58	-	-	19.58
FVTPL financial liabilities (Note 16 and 19):					
Liability towards contingent consideration* (Refer note 42)	March 31, 2022	20.74	-	-	20.74

* Discount rate of 14.79% is used for arriving at the fair value of contingent consideration.

Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2021:

(Rupees in Million)

		Fair value measurement using			
	Date of valuation	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, 2021	264.56	-	264.56	-
FVTPL financial investments (Note 38):					
Investments in quoted mutual funds	March 31, 2021	2,283.80	2,283.80	-	-
Investments in unquoted equity shares / fund	March 31, 2021	2.40	-	-	2.40
FVTPL financial liabilities (Note 16 and 19):					
Liability towards contingent consideration* (Refer note 42)	March 31, 2021	175.58	-	-	175.58

* Discount rate of 14.79% is used for arriving at the fair value of contingent consideration.

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, 2022 and March 31, 2021.

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, 2022.

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, 2022 and March 31, 2021 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, 2022 and March 31, 2021 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, 2022, the Group hedged 49.74% (March 31, 2021: 48.77%) 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, 2022	+5%	107.29	(8.14)
	-5%	(107.29)	8.14
March 31, 2021	+5%	142.98	(13.23)
	-5%	(142.98)	13.23

	Change in EUR rate	Effect on profit before tax	Effect on pre-tax equity
March 31, 2022	+5%	8.31	-
	-5%	(8.31)	-
March 31, 2021	+5%	5.90	-
	-5%	(5.90)	-

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. 19.58 million (March 31, 2021: Rs. 2.4 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 maintian 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, 2022					
Other financial liabilities excluding liability towards contingent consideration	-	843.90	64.68	35.24	943.82
Liability towards contingent consideration	-	-	20.74	-	20.74
Trade and other payables	-	166.55	-	-	166.55
	-	**1,010.45**	**85.42**	**35.24**	**1,131.11**

The maturity analysis of lease liabilities are disclosed in Note 34.

	On demand	Less than 3 months	3 to 12 months	> 1 year	Total
Year ended March 31, 2021					
Other financial liabilities excluding liability towards contingent consideration	-	510.01	183.10	12.16	705.27
Liability towards contingent consideration	-		158.72	16.86	175.58
Trade and other payables	**-**	220.98	8.34	-	229.32
		730.99	**350.16**	**29.02**	**1,110.17**

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, 2022 and March 31, 2021.

42. Acquisitions:

The Group acquired the entire shareholding of Eclipse Global Holdings LLC (dba Personiv) headquartered in Austin, Texas, USA on December 23, 2020 through investment in its overseas subsidiary eClerx LLC, USA. Personiv provides digital, creative, back office and customer contact solutions.

Assets acquired and liabilities assumed

The fair values of the identifiable assets and liabilities of Eclipse Global Holdings LLC (dba Personiv) as at the date of acquisition were as below:

(Rupees in Million)

Assets	
Property, plant and equipment (Refer note 3)	113.18
Other intangible assets (Refer note 4)	13.99
Right of use assets (Refer note 34)	247.65
Customer relationship (Refer note 4)	928.69
Non-compete agreement (Refer note 4)	24.36
Deferred tax asset (Refer note 21)	79.91
Other financial assets	81.71
Trade receivables*	290.80
Cash and cash equivalents	192.50
Other current assets	25.04
	1,997.83
Liabilities	
Employee benefit obligations	90.96
Other non-current liabilities	14.36
Trade payables	70.24
Other financial liabilities	215.11
Lease liabilities	352.25
Other current liabilities	54.83
Borrowings	1.55
Deferred Tax Liability (Refer note 21)	61.17
Current Tax Liabilities	29.92
	890.39
Total identifiable net assets at fair value	**1,107.44**
Goodwill arising on acquisition (Refer note 4)	1,422.94
Purchase consideration transferred	**2,530.38**

* At fair value, net of credit impairment of Rs. 4.84 million. The amount has been fully collected during the year ended March 31, 2022.

The goodwill of Rs. 1,422.94 million comprises the value of expected synergies arising from the acquisition. Out of the above goodwill amounting to Rs. 134.21 million is deductible for income tax purposes.

(Rupees in Million)

Purchase consideration

Cash	2,353.21
Fair value of contingent consideration	167.81
Consideration for net working capital adjustment	9.36
Total consideration	**2,530.38**

The transaction costs of Rs. 45.75 million related to the acquisition have been charged to the Consolidated Statement of Profit and Loss for the year ended March 31, 2021.

Contingent consideration

As part of the purchase agreement with the previous owner of Eclipse Global Holdings LLC (dba Personiv), a contingent consideration has been agreed. There will be additional cash payments to the previous owners of Eclipse Global Holdings LLC (dba Personiv) as below:

a. Rs. 167.81 million would accrue to the sellers of Eclipse Global Holdings LLC (dba Personiv) over a period of next two years which is subject to the acheivement of financial targets for the respective years.

b. Rs. 9.36 million is payable post March 31, 2021 on account of estimated working capital adjustment.

At the acquisition date, the key inputs used in determination of the fair value of contingent consideration are the projected revenue and earnings before interest for the next two calendar years and discount rate used of 14.79%. The undiscounted value of contingent consideration as of March 31, 2021 was Rs. 202.52 million .

A reconciliation of fair value measurement of the contingent consideration liability is provided below:

(Rupees in Million)

Opening balance as at April 01, 2020	-
Liability arising on business combination	177.17
Unrealised fair value changes recognised in profit or loss*	-1.59
Closing balance as at March 31, 2021	**175.58**
Interest cost for the year	24.65
Payment made during the year	-179.49
Closing balance as at March 31, 2022	**20.74**

*On account of exchange rate fluctuation from the date of accquisition to March 31, 2021

43. 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.

44. Ratio analysis

Ratio	Numerator	Denominator	March 31, 2022	March 31, 2021	% Change	Reason for variance
Current ratio	Current assets	Current liabilities	4.21	4.21	(0.09%)	
Debt-Equity ratio	Total debt (represents lease liabilities and working capital loan of Rs 1.41 million)	Shareholder's equity	0.10	0.12	0.00%	
Debt service coverage ratio	Earning for Debt Service = Net profit after taxes + Depreciation and amortisation + Finance cost	Interest + Principal of loans	9.33	7.67	21.59%	Increase in profits in the current year has led to improvement in the ration in current year
Return on equity ratio	Net Profits after taxes	Average Shareholder's Equity	27.23%	20.15%	35.13%	Increase in profits in the current year has led to improvement in the ration in current year
Trade receivable turnover ratio	Net Sales	Average trade receivables	6.94	5.89	17.79%	
Trade payable turnover ratio	Net credit purchases	Average Trade Payables	15.37	12.56	22.34%	
Net capital turnover ratio	Net Sales	Working capital = Current assets – Current liabilities	2.23	1.71	30.88%	Improved working capital in the current year has led to improved ratio
Net profit ratio	Net Profits after taxes	Net Sales	26.70%	18.08%	47.71%	Increase in profits in the current year has led to improvement in the ration in current year
Return on capital employed	Earnings before interest and taxes	Net worth	37.10%	26.70%	38.97%	Increase in profits in the current year has led to improvement in the ration in current year
Retun on investment	Income generated from investments in mutual funds	Average investment in mutual funds	3.01%	4.98%	(39.56%)	Lower returns from mutual fund investment during the year

45. Summary of Net assets and share in profit or loss of the Group

March 31, 2022 (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	12,292.74	78%	3,551.46	85%	(87.22)	-293%	3,464.24	82%
Subsidiaries								
Foreign								
eClerx LLC	4,143.78	26%	173.09	4%	47.02	158%	220.11	5%
eClerx Limited	335.74	2%	31.14	1%	(3.74)	-13%	27.40	1%
eClerx Private Limited	176.59	1%	27.95	1%	4.41	15%	32.36	1%
eClerx Investments (UK) Limited	1,866.50	12%	8.84	0%	74.33	250%	83.17	2%
eClerx B.V.	4.33	0%	(2.96)	0%	(0.01)	0%	(2.97)	0%
CLX Europe S.P.A	1,521.65	10%	48.65	1%	-	0%	48.65	1%
CLX Europe Media Solution GmbH	304.57	2%	33.60	1%	-	0%	33.60	1%
CLX Europe Media Solution Limited	108.68	1%	20.27	0%	-	0%	20.27	0%
eClerx Canada Limited	11.84	0%	4.64	0%	0.27	1%	4.91	0%
CLX Thai Company Limited	25.03	0%	6.99	0%	-	0%	6.99	0%
Eclipse Global Holdings LLC	(859.65)	-5%	1.26	0%	-	0%	1.26	0%
Personiv Contact Centers LLC	(30.40)	0%	(3.70)	0%	-	0%	(3.70)	0%
ASEC, Group LLC	718.27	5%	75.09	2%	-	0%	75.09	2%
AGR Operations Manila Inc	302.11	2%	47.65	1%	-	0%	47.65	1%
AG Resources (India) Private Ltd.	295.84	2%	47.58	1%	(2.59)	-9%	44.99	1%
Personiv Contact Centers India Private Ltd.	703.66	4%	216.77	5%	1.35	5%	218.12	5%
Non controlling Interest								
CLX Thai Company Limited	12.22	0%	3.57	0%	-	0%	3.57	**0%**
AGR Operations Manila Inc	0.03	0%	-	0%	-	0%	-	**0%**
Controlled trust								
eClerx Employee Welfare Trust	(104.11)	-1%	38.21	1%	-	0%	38.21	**1%**
Adjustment arising out of consolidation	(6,141.26)	-39%	(152.52)	-4%	(4.05)	-14%	(156.57)	**-4%**
Total	**15,688.16**	**100%**	**4,177.58**	**100%**	**29.77**	**100%**	**4,207.35**	**100%**

March 31, 2021

(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	12,536.81	83%	2,389.04	84%	429.21	89%	2,818.25	85%
Subsidiaries								
Foreign								
eClerx LLC	3,805.09	25%	124.23	4%	(33.82)	-7%	90.41	3%
eClerx Limited	304.47	2%	45.12	2%	17.13	4%	62.25	2%
eClerx Private Limited	142.61	1%	7.68	0%	3.31	1%	10.99	0%
eClerx Investments (UK) Limited	1,857.67	12%	8.06	0%	74.33	15%	82.39	2%
eClerx B.V.	7.38	0%	3.11	0%	-	0%	3.11	0%
CLX Europe S.P.A	1,498.23	10%	63.23	2%	-	0%	63.23	2%
CLX Europe Media Solution GmbH	277.40	2%	16.35	1%	-	0%	16.35	0%
CLX Europe Media Solution Limited	89.81	1%	3.17	0%	-	0%	3.17	0%
eClerx Canada Limited	6.80	0%	2.90	0%	-	0%	2.90	0%
CLX Thai Company Limited	18.53	0%	5.13	0%	-	0%	5.13	0%
Eclipse Global Holdings LLC	(981.91)	-7%	136.84	5%	-	0%	136.84	4%
Personiv Contact Centers LLC	(152.98)	-1%	121.45	4%	-	0%	121.45	4%
ASEC, Group LLC	601.85	4%	12.94	0%	-	0%	12.94	0%
AGR Operations Manila Inc	272.93	2%	15.26	1%	2.94	1%	18.20	1%
AG Resources (India) Private Ltd.	250.55	2%	33.02	1%	0.68	0%	33.70	1%
Personiv Contact Centers India Private Ltd.	485.24	3%	128.26	5%	3.18	1%	131.44	4%
Non controlling Interest								
CLX Thai Company Limited	8.93	0%	2.61	0%	-	0%	2.61	0%
AGR Operations Manila Inc	0.02	0%	-	0%	-	0%	-	0%
Controlled trust								
eClerx Employee Welfare Trust	(142.32)	-1%	-0.25	0%	-	0%	-0.25	0%
Adjustment arising out of consolidation	(5,869.97)	-52%	-289.94	-10%	-15.64	-3%	-305.58	-9%
Total	**15,017.14**	**100%**	**2,828.21**	**100%**	**481.32**	**100%**	**3,309.53**	**100%**

* the details of net assets and share in profit and loss have been presented before eliminations.

The accompanying notes form an integral part of the consolidated financial statements.

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 24, 2022

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

PD Mundhra
Executive Director

Biren Gabhawala
Director

Srinivasan Nadadhur
Chief Financial Officer

Pratik Bhanushali
Company Secretary

eClerx Services Limited

CIN: L72200MH2000PLC125319
Registered Office: Sonawala Building, 1st Floor, 29, Bank Street, Fort, Mumbai 400 023, India.
Phone no.: +91 (22) 6614 8301 Fax No: +91 (22) 6614 8655
Email: investor@eClerx.com Website: www.eClerx.com

SHAREHOLDERS' SATISFACTION SURVEY FORM – 2022

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
Company Secretary & Compliance Officer
F8538

Name & Address of the Shareholder

Folio No.:

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 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 2021-22			
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?			
Give details of outstanding grievances, if any	☐ YES ☐ NO		
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.

ECLERX SERVICES LIMITED

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