

eClerx

eClerx/SECD/SE/2020/080

September 29, 2020

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

Sub: Compliance under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“Listing Regulations”]

Reg: Voting results of the 20th Annual General Meeting of the Company held on Tuesday, September 29, 2020

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

Pursuant to Regulation 44 of the Listing Regulations, please find appended below the voting results of the business transacted at the 20th Annual General Meeting (“AGM”) of the Company held on Tuesday, September 29, 2020 at 12:30 p.m. through Video Conferencing/Other Audio Visual Means in accordance with the circular(s) issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

Also enclosed is the Consolidated report of the Scrutinizer on remote e-voting and e-voting (“Instapoll”) during the Annual General Meeting.

Date of AGM	Tuesday, September 29, 2020
Total number of shareholders as on Book Closure (September 18, 2020 to September 29, 2020)	42,812

No. of shareholders present in meeting either in person or proxy	
Promoters and Promoter Group	Not Applicable
Public	

No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	5
Public	46



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4th Floor, Express Towers,
Nariman Point, Mumbai – 400 021
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www.eClerx.com

Registered Office
eClerx Services Limited
Sonawala Building, 1st Floor, 29 Bank Street, Fort,
Mumbai - 400 023, Maharashtra, India.
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E-mail ID: contact@eClerx.com | www.eClerx.com
[CIN: L72200MH2000PLC125319]

Agenda- wise disclosure

Resolution No. 1:

To receive, consider, approve and adopt:

- a. The Audited Financial Statements of the Company for the financial year ended March 31, 2020, 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, 2020, together with the Reports of the Auditors thereon.

Resolution required								Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?								No
Category	Mode of Voting	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-voting	187,72,356	187,72,356	100.0000	187,72,356	0	100.0000	0.0000
	Instapoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		187,72,356	100.0000	187,72,356	0	100.0000	0.0000
Public – Institutions	Remote E-voting	115,65,542	107,96,036	93.3466	107,85,162	10,874	99.8992	0.1007
	Instapoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		107,96,036	93.3466	107,85,162	10,874	99.8993	0.1007
Public - Non Institutions	Remote E-voting	45,51,688	2,32,899	5.1168	2,32,865	34	99.9854	0.0145
	Instapoll		10,147	0.2229	10,147	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,43,046	5.3397	2,43,012	34	99.9860	0.0140
Total		348,89,586	298,11,438	85.4451	298,00,530	10,908	99.9634	0.0366



Resolution No. 2:

To declare dividend for the year ended March 31, 2020 amounting to Re. 1/- per share.

Resolution required								Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?								No
Category	Mode of Voting	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-voting	187,72,356	187,72,356	100.0000	187,72,356	0	100.0000	0.0000
	Instapoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		187,72,356	100.0000	187,72,356	0	100.0000	0.0000
Public – Institutions	Remote E-voting	115,65,542	107,98,539	93.3682	107,98,539	0	100.0000	0.0000
	Instapoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		107,98,539	93.3682	107,98,539	0	100.0000	0.0000
Public - Non Institutions	Remote E-voting	45,51,688	2,32,899	5.1168	2,32,865	34	99.9854	0.0145
	Instapoll		10,147	0.2229	10,147	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,43,046	5.3397	2,43,012	34	99.9860	0.0140
Total		348,89,586	298,13,941	85.4523	298,13,907	34	99.9999	0.0001



Resolution No. 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.

Resolution required								Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?								Yes
Category	Mode of Voting	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-voting	187,72,356	187,72,356	100.0000	187,72,356	0	100.0000	0.0000
	Instapoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		187,72,356	100.0000	187,72,356	0	100.0000	0.0000
Public – Institutions	Remote E-voting	115,65,542	107,98,539	93.3682	106,20,838	1,77,701	98.3544	1.6456
	Instapoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		107,98,539	93.3682	106,20,838	1,77,701	98.3544	1.6456
Public - Non Institutions	Remote E-voting	45,51,688	2,32,899	5.1168	2,32,698	201	99.9136	0.0863
	Instapoll		10,147	0.2229	10,147	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,43,046	5.3397	2,42,845	201	99.9173	0.0827
Total		348,89,586	298,13,941	85.4523	296,36,039	1,77,902	99.4033	0.5967



Resolution No. 4:


To approve continuation of directorship of Mr. Pradeep Kapoor (DIN: 00053199) as Non - Executive Independent Director of the Company.

Resolution required								Special Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?								No
Category	Mode of Voting	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-voting	187,72,356	187,72,356	100.0000	187,72,356	0	100.0000	0.0000
	Instapoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		187,72,356	100.0000	187,72,356	0	100.0000	0.0000
Public – Institutions	Remote E-voting	115,65,542	107,98,539	93.3682	83,98,788	23,99,751	77.7771	22.2229
	Instapoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		107,98,539	93.3682	83,98,788	23,99,751	77.7771	22.2229
Public - Non Institutions	Remote E-voting	45,51,688	2,32,899	5.1168	2,32,703	196	99.9158	0.0841
	Instapoll		10,147	0.2229	10,147	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,43,046	5.3397	2,42,850	196	99.9194	0.0806
Total		348,89,586	298,13,941	85.4523	274,13,994	23,99,947	91.9503	8.0497

This is for your information and records.

Thanking you,

Yours truly,
For eClerx Services Limited


Pratik Bhanushali
Company Secretary and Compliance Officer
F8538



Encl.: as above

Mehta & Mehta

COMPANY SECRETARIES

201-206, SHIV SMRITI, 2ND FLOOR, 49/A, DR. ANNIE BESANT ROAD, ABOVE CORPORATION BANK, WORLI, MUMBAI-400 018
TEL : +91-22-6611 9696 • E-mail: dipti@mehta-mehta.com • Visit us : www.mehta-mehta.com

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Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and
Rule 20 of the Companies (Management and Administration) Rules, 2014]

The Chairman
eClerx Services Limited

20th (Twentieth) Annual General Meeting ("AGM") of the Members of the eClerx Services Limited held on Tuesday, September 29, 2020 at 12.30 p.m. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM")

Dear Sir,

I, **Ashwini Inamdar** Practicing Company Secretary and Partner, M/s. Mehta & Mehta, Company Secretaries, appointed by the Board of Directors of the **eClerx Services Limited** ("the Company") to act as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Ministry of Corporate Affairs ("MCA") General Circular Nos.14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 20/2020 dated May 05, 2020 ("MCA Circulars") for the purpose of scrutinizing the process of remote e-voting and voting through electronic voting means at the 20th Annual General Meeting ("AGM") of the Company in respect of the Resolutions as set out in the Notice, do hereby submit my report as follows:

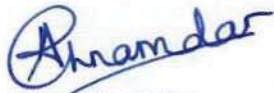
1. The Resolutions were transacted through the process of remote e-voting and through electronic voting system at the venue of the AGM. For the purpose of remote e-voting, the Company had engaged the services of KFin Technologies Private Limited ("Kfintech").
2. Voting rights were reckoned on the paid-up value of shares registered in the name of the Members as on Thursday, September 17, 2020. ("cut-off date").
3. The period for remote e-voting commenced on Thursday, September 24, 2020 at 9:00 a.m. (IST) and ended on Monday, September 28, 2020, at 5:00 p.m. (IST). The Remote e-voting module was disabled by Kfintech for voting thereafter.
4. The facility for voting through electronic voting means was made available at the AGM venue for the Members attending the Meeting and who did not cast their vote through remote e-voting.
5. Further, the votes cast through remote e-voting were unblocked in the presence of two witnesses Ms. Merry Gaiwad and Mr. Rajesh Krishna Kamble neither of whom are in the employment of the Company.



6. The report on votes cast through remote e-voting was generated from Kfintech e-voting website <https://www.evoting.karvy.com>.
7. The consolidated results of remote e-voting and voting through electronic voting system at the AGM venue are enclosed as an **Annexure** to this report.

Thanking You,

For **Mehta & Mehta**
Company Secretaries



Ashwini Inamdar
Scrutinizer
FCS No: 9409
CP No: 11226

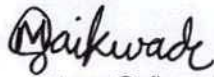


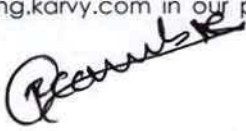
Place: Mumbai
Date: September 29, 2020

UDIN: F009409B000806645

Enclosed: Annexure

We, the undersigned have witnessed that the votes cast through remote e-voting were unblocked from Kfintech e-voting website <https://www.evoting.karvy.com> in our presence on Tuesday, September 29, 2020.


Name : Merry Gaikwad
Address : P. Balu Marg,
Hatiskar Wadi,
Prabhadevi,
Mumbai - 400101


Name : Rajesh Krishna Kamble
Address : R. No. 24, 2nd Tringis Camp,
Marriamma Thorat,
Dr. A B Road, Worli,
Mumbai - 400018

Countersigned by

Pradeep
Dharuprakash Kapoor
Digitally signed by
Pradeep
Dharuprakash Kapoor
Date: 2020.09.29
18:19:27 +05'30'

Mr. Pradeep Kapoor
Chairman & Independent Director
(DIN: 00053199)

Item No. 1: Ordinary Resolution

To receive, consider, approve and adopt:

a. The Audited Financial Statements of the Company for the financial year ended March 31, 2020, 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, 2020, together with the Reports of the Auditors thereon.

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	180	29,790,383	8	10,147	188	29,800,530	99.9634%
Votes against the resolution	4	10,908	0	0	4	10,908	0.0366%
Invalid votes/Abstained	3	4744	0	0	3	4,744	-

Item No. 2: Ordinary Resolution

To declare dividend for the year ended March 31, 2020 amounting to Re. 1/- per share.

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	182	29,803,760	8	10,147	190	29,813,907	99.9999%
Votes against the resolution	3	34	0	0	3	34	0.0001%
Invalid votes/Abstained	2	2241	0	0	2	2,241	-

Item No. 3: Ordinary Resolution

To appoint a Director in place of Mr. Anjan Malik (DIN : 01698542) who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	159	29,625,892	8	10,147	167	29,636,039	99.4033%
Votes against the resolution	26	177,902	0	0	26	177,902	0.5967%
Invalid votes/Abstained	2	2241	0	0	2	2,241	-



Item No. 4: Special Resolution

To approve continuation of directorship of Mr. Pradeep Kapoor (DIN : 00053199) as Non-Executive Independent Director of the Company.

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	166	27,403,847	8	10,147	174	27,413,994	91.9503%
Votes against the resolution	19	2,399,947	0	0	19	2,399,947	8.0497%
Invalid votes/Abstained	2	2241	0	0	2	2,241	-

