

eClerx/SECD/SE/2021/074

September 29, 2021

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 21st Annual General Meeting of the Company held on Wednesday, September 29, 2021

**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 21st Annual General Meeting (“AGM”) of the Company held on Wednesday, September 29, 2021 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	Wednesday, September 29, 2021
Total number of shareholders as on Book Closure (September 17, 2021 to September 29, 2021)	55,757

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:	2
Public	35



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, 2021, 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, 2021, 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	18772356	18734247	99.7970	18734247	0	100	0
	Instapoll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		18734247	99.797	18734247	0	100	0
Public – Institutions	Remote E-voting	11787011	10673349	90.5518	10657255	16094	99.8492	0.1507
	Instapoll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		10673349	90.5518	10657255	16094	99.8492	0.1508
Public - Non Institutions	Remote E-voting	4330219	86899	2.0068	86723	176	99.7974	0.2025
	Instapoll		210	0.0048	210	0	100.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	00.0000	0
	Total		87109	2.0116	86933	176	99.7980	0.2020
Total		348,89,586	29494705	84.5373	29478435	16270	99.9448	0.0552



Resolution No. 2:

To declare dividend for the year ended March 31, 2021 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	18772356	18734247	99.7970	18734247	0	100	0
	Instapoll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		18734247	99.7970	18734247	0	100	0
Public – Institutions	Remote E-voting	11787011	10681929	90.6246	10681929	0	100	0
	Instapoll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		10681929	90.6246	10681929	0	100	0
Public - Non Institutions	Remote E-voting	4330219	87017	2.0095	85421	1596	98.1658	1.8341
	Instapoll		210	0.0048	210	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		87227	2.0143	85631	1596	98.1703	1.8297
Total		348,89,586	29503403	84.5622	29501807	1596	99.9946	0.0054



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	18772356	18734247	99.7970	18734247	0	100	0
	Instapoll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		18734247	99.7970	18734247	0	100	0
Public – Institutions	Remote E-voting	11787011	10681929	90.6246	10574024	107905	98.9898	1.0101
	Instapoll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		10681929	90.6246	10574024	107905	98.9898	1.0102
Public - Non Institutions	Remote E-voting	4330219	87007	2.0093	86275	732	99.1586	0.8413
	Instapoll		210	0.0048	210	0	100.000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		87217	2.0141	86485	732	99.1607	0.8393
Total		348,89,586	29503393	84.5622	29394756	108637	99.6318	0.3682



Resolution No. 4:

To appoint Mr. Srinjay Sengupta (DIN: 02692531) as a Director in the capacity of Non-Executive Independent Director of the Company.

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	18772356	18734247	99.7970	18734247	0	100	0
	Instapoll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		18734247	99.7970	18734247	0	100	0
Public – Institutions	Remote E-voting	11787011	10681929	90.6246	10638375	43554	99.5922	0.4077
	Instapoll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		10681929	90.6246	10638375	43554	99.5923	0.4077
Public - Non Institutions	Remote E-voting	4330219	87007	2.0093	86517	490	99.4368	0.5631
	Instapoll		210	0.0048	210	0	100.000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	00.0000	0.0000
	Total		87217	2.0141	86727	490	99.4382	0.5618
Total		348,89,586	29503393	84.5622	29459349	44044	99.8507	0.1493



Resolution No. 5:

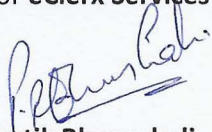
To re-appoint Mr. Shailesh Kekre (DIN: 07679583) as Non-Executive Independent Director of the Company.

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	18772356	18734247	99.7970	18734247	0	100	0
	Instapoll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		18734247	99.7970	18734247	0	100	0
Public – Institutions	Remote E-voting	11787011	10681929	90.6246	10638375	43554	99.5922	0.4077
	Instapoll		0	0	0	0	00.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	00.0000	0.0000
	Total		10681929	90.6246	10638375	43554	99.5923	0.4077
Public - Non Institutions	Remote E-voting	4330219	87007	2.0093	85167	1840	97.8852	2.1147
	Instapoll		210	0.0048	210	0	100.000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	00.0000	0.0000
	Total		87217	2.0141	85377	1840	97.8903	2.1097
	Total		348,89,586	29503393	84.5622	29457999	45394	99.8461

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

AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT

Scrutinizer's Report

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

To,
The Chairman
eClerx Services Limited

21st Twenty-First Annual General Meeting ("AGM") of the Members of eClerx Services Limited ("the Company") held on Wednesday, September 29, 2021, 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 Company to act as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting and voting through electronic voting system during **the Twenty-First AGM** of the Company held on Wednesday, September 29, 2021 at 12:30 P.M. through VC/ OAVM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and as per MCA General Circular No. 02/2021 dated January 13, 2021, General Circular No. 14/2020 dated April 8, 2020, General Circular no. 17/2020 dated April 13, 2020 and Circular no. 20/2020 dated May 5, 2020 (hereinafter referred to as "**MCA Circulars**") in respect of the Resolutions as set out in the Notice convening the 21st AGM, do hereby submit my report as follows:

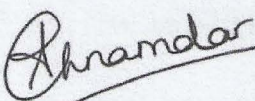
1. The notice dated August 13, 2021 of the 21st AGM was sent to the Members through electronic mode whose email addresses are registered with the Company/RTA in compliance with the MCA circulars.
2. The Resolutions were transacted through the process of remote e-voting and through electronic voting system during the AGM. For the purpose of remote e-voting, the Company had engaged the services of Kfin Technologies Private Limited ("Kfintech").

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3. The members holding shares as on Thursday, September 16, 2021 ("cut-off date") were entitled to vote on the resolutions stated in the Notice of the 21st AGM.
4. The period for remote e-voting commenced on Friday, September 24, 2021 at 9:00 a.m. (IST) and ended on Tuesday, September 28, 2021 at 5:00 p.m. (IST). The Remote e-voting module was disabled by Kfintech for voting thereafter.
5. The facility for e-voting was made available for the Members attending the Meeting through VC and who did not cast their vote through remote e-voting.
6. After the closure of e-voting at the AGM, the report on the voting done at the AGM and votes cast through remote e-voting facility done prior to the AGM were unblocked, in the presence of two witnesses Ms. Suman Lahoti and Mr. Neel Mehta neither of whom are in the employment of the Company and generated from Kfintech e-voting website <https://evoting.kfintech.com>
7. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules thereunder, MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 relating to remote e-voting prior and during the AGM on the resolutions contained in the notice of the AGM.
8. My responsibility as a scrutinizer for the e-voting process (i.e., remote e-voting and e-voting during AGM) is restricted to making a Consolidated Scrutinizer's Report of the votes cast in favour or against the resolutions.
9. The consolidated results of remote e-voting and voting through electronic voting system at the AGM are enclosed as an **Annexure** to this report.

Thanking You,
For **Mehta & Mehta**
Company Secretaries


Ashwini Inamdar
Scrutinizer

FCS No : 9409

CP No : 11226

UDIN: F009409C001038503





Place: Mumbai

Date: September 29, 2021

Enclosed: Annexure

We, the undersigned have witnessed that the votes cast through remote e-voting were unblocked from Kfintech e-voting website <https://evoting.kfintech.com> in our presence on September 29, 2021.


Name : Ms. Suman Lahoti
Address : 201-206, Shiv Smriti Chambers , 2nd Floor, Dr. Annie Besant Road, Worli, Mumbai - 400018


Name : Mr. Neel Mehta
Address : 201-206, Shiv Smriti Chambers , 2nd Floor, Dr. Annie Besant Road, Worli, Mumbai - 400018

Countersigned by

KAPOOR Digitally signed by
KAPOOR PRADEEP
PRADEEP Date: 2021.09.29
18:46:49 +05'30'

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

Item No. 1: Ordinary Resolution

Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2021 together with the Reports of the Board of Directors and Auditor's thereon and Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021, 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	293	2,94,78,225	7	210	300	2,94,78,435	99.9448%
Votes against the resolution	7	16,270	0	0	7	16,270	0.0552%
Invalid votes/Abstained	3	8,699	0	0	3	8,699	-

Item No. 2: Ordinary Resolution

Declaration of Dividend for the year ended March 31, 2021 amounting to Re. 1/- per share.

Particulars	Remote e-voting		Voting through electronic voting		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	291	2,95,01,597	7	210	298	2,95,01,807	99.9946%
Votes against the resolution	11	1,596	0	0	11	1,596	0.0054%
Invalid votes/Abstained	1	1	0	0	1	1	-

Item No. 3: Ordinary Resolution

Appointment of 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		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	274	2,93,94,546	7	210	281	2,93,94,756	99.6318%
Votes against the resolution	27	1,08,637	0	0	27	1,08,637	0.3682%
Invalid votes/Abstained	2	11	0	0	2	11	-

Item No. 4: Ordinary Resolution

Appointment of Mr. Srinjay Sengupta (DIN: 02692531) as a Director in the capacity of Non-Executive Independent Director of the Company

Particulars	Remote e-voting		Voting through electronic voting		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	287	2,94,59,139	7	210	294	2,94,59,349	99.8507%
Votes against the resolution	14	44,044	0	0	14	44,044	0.1493%
Invalid votes/Abstained	2	11	0	0	2	11	-

Item No. 5: Special Resolution

Re-appointment of Mr. Shailesh Kekre (DIN: 07679583) as Non-Executive Independent Director of the Company

Particulars	Remote e-voting		Voting through electronic voting		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	282	2,94,57,789	7	210	289	2,94,57,999	99.8461%
Votes against the resolution	20	45,394	0	0	20	45,394	0.1539%
Invalid votes/Abstained	2	11	0	0	2	11	-

