

eClerx/SECD/SE/2022/089

September 12, 2022

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

**Sub: Intimation under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["Listing Regulations"]**

**Reg: Declaration of Result of Postal Ballot along with the Scrutinizer's Report**

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

With reference to our letter number eClerx/SECD/SE/2022/074 dated August 12, 2022, please find below the outcome/result of the Postal Ballot:

**Details of Agenda Item:**

Item No.	Agenda	Resolution required	Mode of voting
1.	Increase in Authorised Share Capital of the Company and Consequential Alteration in Capital Clause of the Memorandum of Association	Ordinary Resolution	Electronic voting
2.	Issue of Bonus Shares	Ordinary Resolution	Electronic voting

The Resolutions as set forth in Item No. 1 to 2 were passed by the shareholders with requisite majority. Ms. Savita Jyoti of M/s. Savita Jyoti Associates, Practicing Company Secretaries who was appointed as the Scrutinizer for conducting the electronic voting process has submitted her report on September 12, 2022.

In terms of the provisions of Regulation 44(3) of the Listing Regulations, the summary of the results of the Postal Ballot and the Scrutinizer's Report are attached as **Annexure 1** and **Annexure 2** respectively.

This is for your information and records.

Thanking you,

Yours truly,  
For eClerx Services Limited



**Pratik Bhanushali**  
Company Secretary & Compliance Officer  
F8538

Encl.: as above



**Annexure 1**

<b>Date of declaration of Postal Ballot Result</b>	September 12, 2022
<b>Total number of shareholders as on record date (i.e. August 10, 2022)</b>	51,430
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	Not Applicable
Promoter and Promoter Group	
Public	
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	Not Applicable
Promoter and Promoter Group	
Public	

**Agenda-wise disclosure:**

**Item No. 1**

**Increase in Authorised Share Capital of the Company and Consequential Alteration in Capital Clause of the Memorandum of Association**

Resolution required : Ordinary/Special						Ordinary Resolution		
Whether promoter/promoter group are interested in the agenda/resolution?						NO		
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on out-standing share	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes in against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	1,80,56,718	1,80,19,065	99.7915	1,80,19,065	0	100	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>1,80,19,065</b>	<b>99.7915</b>	<b>1,80,19,065</b>	<b>0</b>	<b>100</b>	<b>0.00</b>
Public - Institutions	E-voting	1,10,25,020	99,41,213	90.1696	97,91,012	1,50,201	98.4891	1.5108
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>99,41,213</b>	<b>90.1696</b>	<b>97,91,012</b>	<b>1,50,201</b>	<b>98.4891</b>	<b>1.5108</b>
Public Non-Institutions	E-voting	47,44,691	55,974	1.1791	55,795	179	99.6802	0.3197
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>55,974</b>	<b>1.1791</b>	<b>55,795</b>	<b>179</b>	<b>99.6802</b>	<b>0.3197</b>
<b>Total</b>		<b>3,38,26,429</b>	<b>2,80,16,252</b>	<b>82.8236</b>	<b>2,78,65,872</b>	<b>1,50,380</b>	<b>99.4632</b>	<b>0.5368</b>



**Item No. 2****Issue of Bonus Shares**

Resolution required : Ordinary/Special						Ordinary Resolution		
Whether promoter/promoter group are interested in the agenda/resolution?						NO		
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on out-standing share	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes in against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	1,80,56,718	1,80,19,065	99.7915	1,80,19,065	0	100	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>1,80,19,065</b>	<b>99.7915</b>	<b>1,80,19,065</b>	<b>0</b>	<b>100</b>	<b>0.00</b>
Public - Institutions	E-voting	1,10,25,020	99,41,213	90.1696	98,03,728	1,37,485	98.6170	1.3829
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>99,41,213</b>	<b>90.1696</b>	<b>98,03,728</b>	<b>1,37,485</b>	<b>98.6170</b>	<b>1.3829</b>
Public Non-Institutions	E-voting	47,44,691	56,014	1.1806	55,666	348	99.3787	0.6212
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>56,014</b>	<b>1.1806</b>	<b>55,666</b>	<b>348</b>	<b>99.3787</b>	<b>0.6212</b>
<b>Total</b>		<b>3,38,26,429</b>	<b>2,80,16,292</b>	<b>82.8237</b>	<b>2,78,78,459</b>	<b>1,37,833</b>	<b>99.5080</b>	<b>0.4920</b>





**SAVITA JYOTI ASSOCIATES**  
**COMPANY SECRETARIES**

CS. SAVITA JYOTI, B.Com., F.C.S

**SCRUTINIZER'S REPORT**

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars

To  
 The Chairman  
**eClerx Services Limited**  
 Sonawala Building, 1<sup>st</sup> Floor, 29 Bank Street, Fort,  
 Mumbai - 400 023,  
 CIN: L72200MH2000PLC125319

Dear Sir/Madam,

**Sub: Passing of resolution through Postal Ballot notice dated August 9, 2022**

Pursuant to the resolution passed by the Board of Directors of eClerx Services Limited (Herein after called Company) on August 9, 2022, we have been appointed as scrutinizer for conducting the postal ballot and e-voting process in fair and transparent manner in respect of the Ordinary resolutions as circulated in the postal ballot notice dated August 9, 2022.

The Company had engaged the services of its Registrars and Transfer Agents viz, KFin Technologies Limited, Hyderabad to provide platform for recording votes of shareholders electronically through Remote e-voting. KFin Technologies Limited has set up the Remote e-voting facility on the KFinTech e-voting website: <https://evoting.kfintech.com/>

Sr. No	Description of Ordinary Resolutions
1.	Increase in Authorised Share Capital of the Company and Consequential Alteration in Capital Clause of the Memorandum of Association.
2.	Issue of Bonus Shares.

We report that the postal ballot notice dated August 9, 2022 together with the explanatory statement, under section 110 of the Companies Act, 2013 read with the relevant rules, were sent via electronic mode only to those shareholders whose e-mail addresses were registered with the Depository participants, as per the data downloaded from the CDSL and NSDL as on Wednesday, August 10, 2022 (cut-off date) pursuant to the circulars and notification issued by the Ministry of Corporate Affairs, Government of India (the 'MCA') and SEBI Listing Regulations.

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**SAVITA JYOTI ASSOCIATES**  
**COMPANY SECRETARIES**

CS. SAVITA JYOTI, B.Com., F.C.S.

In compliance with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to dispatch of Postal Ballot notice and details of the Special Business items set out, through Postal Ballot by remote electronic voting ('e-voting') process were published in "Business Standard", English Newspaper and in "Sakal", Marathi Newspaper on August 13, 2022.

The voting period for remote e-voting were commenced on Saturday, August 13, 2022 at 09:00 a.m. ('IST') to Sunday, September 11, 2022 at 05:00 p.m. (IST) both days inclusive. All votes cast by Remote e-voting through KFin Technologies Limited were received up to September 11, 2022 being the last date fixed by the Company and the platform was blocked thereafter.

On scrutiny, we report that **438** shareholders exercised their vote through e-voting for Ordinary Resolutions 1 to 2.

**The details of the Voting are as under:**

1. Increase in Authorised Share Capital of the Company and Consequential Alteration in Capital Clause of the Memorandum of Association.

(i) Voted in *favour* of the resolution:

No. of members	No. of votes cast in favor of Resolution	% of total no. of valid votes cast
418	27865872	99.46

(ii) Voted in *against* of the resolution:

No. of members	No. of votes cast in against of Resolution	% of total no. of valid votes cast
17	150380	0.54

(iii) **Invalid & Abstain** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
7	105

2. Issue of Bonus Shares

(i) Voted in *favour* of the resolution:

No. of members	No. of votes cast in favor of Resolution	% of total no. of valid votes cast
423	27878459	99.51

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**SAVITA JYOTI ASSOCIATES**  
**COMPANY SECRETARIES**

**CS. SAVITA JYOTI, B Com., FCS**

(ii) Voted in *against* of the resolution:

No. of members	No. of votes cast in against of Resolution	% of total no. of valid votes cast
16	137833	0.49

(iii) **Invalid & Abstain** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
3	65

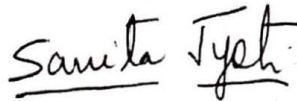
As the number of votes cast in favour of the Resolution exceed the number of votes cast against, I report that the Ordinary Resolutions as set forth in the Postal Ballot Notice dated August 9, 2022 have been passed by the Members with requisite majority. The Resolutions are deemed as passed on the last date specified for e-voting, i.e., September 11, 2022.

The result of the Postal Ballot will be displayed on the Company's website [www.eclerx.com](http://www.eclerx.com) and also that of the e-voting Service Provider KFin Technologies Limited at <https://evoting.kfintech.com>. The results will also be communicated to BSE Limited and the National Stock Exchange of India Limited, being stock exchanges where the shares of the Company are listed.

The register of postal ballot and all other relevant records of voting process given/provided/maintained in electronic mode will remain in our custody until the Chairperson considers, approves and signs the Minutes of the Postal Ballot and the same shall be handed over thereafter to the Company Secretary for safe keeping.

Thanking you

for **SAVITA JYOTI ASSOCIATES**  
Practicing Company Secretaries



**CS SAVITA JYOTI**  
**Scrutinizer**  
CP No- 1796  
M No- FCS 3738  
UDIN: F003738D000957438

**SAVITA JYOTI, FCS 3738**  
Practicing Company Secretary  
Certificate of Practice No. 1796

Place: Hyderabad  
Date: September 12, 2022





**SAVITA JYOTI ASSOCIATES**  
**COMPANY SECRETARIES**

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**CS. SAVITA JYOTI, B.Com., F.C.S**

Witness 1:

*Sonam*

Witness 2:

*Vishu*

Countersigned by:

for eClerx Services Limited

*Anish Ghoshal*

Anish Ghoshal

**Non-Executive - Independent Director-Chairperson**

Place: Mumbai

Date: September 12, 2022