



eClerx/SECD/SE/2022/032

May 5, 2022

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: 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/2022/022 dated April 4, 2022, please find below the outcome/result of the Postal Ballot:

Details of Agenda Item:

Item No.	Agenda	Resolution required	Mode of voting
1.	Institution of Employee Stock Option Scheme/Plan 2022 for the Employees of the Company.	Special Resolution	Electronic voting
2.	Institution of Employee Stock Option Scheme/Plan 2022 for the Employees of subsidiary(ies) and/ or associate Company(ies) of the Company.	Special Resolution	Electronic voting
3.	Authorization to Employee Welfare Trusts for acquisition of shares of the Company through secondary market.	Special Resolution	Electronic voting

The Resolutions as set forth in Item No. 1 to 3 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 May 5, 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

Date of declaration of Postal Ballot Result	May 5, 2022
Total number of shareholders as on record date (i.e. March 31, 2022)	51,982
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoter and Promoter Group	
Public	
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoter and Promoter Group	
Public	

Agenda-wise disclosure:

Item No. 1

To institute Employee Stock Option Scheme/Plan 2022 for the Employees of the Company.

Resolution required : Ordinary/Special						Special 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
	Total		1,80,19,065	99.7915	1,80,19,065	0	100	0.00
Public - Institutions	E-voting	1,12,19,943	98,86,535	88.1157	78,53,171	20,33,364	79.4329	20.5670
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		98,86,535	88.1157	78,53,171	20,33,364	79.4329	20.5670
Public Non-Institutions	E-voting	45,49,768	1,12,407	2.4706	1,11,705	702	99.3754	0.6245
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		1,12,407	2.4706	1,11,705	702	99.3754	0.6245
Total		3,38,26,429	2,80,18,007	82.8287	2,59,83,941	20,34,066	92.7401	7.2599



Item No. 2

To institute Employee Stock Option Scheme/Plan 2022 for the Employees of subsidiary(ies) and/ or associate Company(ies) of the Company.

Resolution required : Ordinary/Special						Special 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
	Total		1,80,19,065	99.7915	1,80,19,065	0	100	0.00
Public - Institutions	E-voting	1,12,19,943	98,86,535	88.1157	78,53,171	20,33,364	79.4329	20.5670
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		98,86,535	88.1157	78,53,171	20,33,364	79.4329	20.5670
Public Non-Institutions	E-voting	45,49,768	1,12,407	2.4706	1,11,565	842	99.2509	0.7490
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		1,12,407	2.4706	1,11,565	842	99.2509	0.7490
Total		3,38,26,429	2,80,18,007	82.8287	2,59,83,801	20,34,206	92.7396	7.2604



Item No. 3

To authorize Employee Welfare Trusts for acquisition of shares of the Company through secondary market.

Resolution required : Ordinary/Special						Special 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
	Total		1,80,19,065	99.7915	1,80,19,065	0	100	0.00
Public - Institutions	E-voting	1,12,19,943	98,86,535	88.1157	78,53,171	20,33,364	79.4329	20.5670
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		98,86,535	88.1157	78,53,171	20,33,364	79.4329	20.5670
Public Non-Institutions	E-voting	45,49,768	1,12,407	2.4706	1,11,703	704	99.3737	0.6262
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		1,12,407	2.4706	1,11,703	704	99.3737	0.6262
Total		3,38,26,429	2,80,18,007	82.8287	2,59,83,939	20,34,068	92.7401	7.2599



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 Chairperson
eClerx Services Limited
 Sonawala Building, 1st Floor, 29 Bank Street, Fort, Mumbai - 400 023,
 CIN: L72200MH2000PLC125319

Dear Sir/Madam,

Sub: Passing of resolution through Postal Ballot notice dated March 15, 2022

Pursuant to the resolution passed by the Board of Directors of eClerx Services Limited (Herein after called Company) on March 15, 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 Special resolution as circulated in the postal ballot notice dated March 15, 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 Special Resolutions
1.	To institute Employee Stock Option Scheme/Plan 2022 for the Employees of the Company.
2.	To institute Employee Stock Option Scheme/Plan 2022 for the Employees of subsidiary(ies) and/or associate Company(ies) of the Company.
3.	To authorize Employee Welfare Trusts for acquisition of shares of the Company through secondary market.

We report that the postal ballot notice dated March 15, 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 Thursday, March 31, 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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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 April 5, 2022 and addendum to the newspaper for the notice of Postal Ballot and e-voting was also published in "Business Standard", English Newspaper and in "Sakal", Marathi Newspaper on April 20, 2022. This addendum formed an integral part of the postal ballot notice dated March 15, 2022.

The voting period for remote e-voting were commenced on Tuesday, April 5, 2022 at 09:00 a.m. ('IST') to Wednesday, May 4, 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 May 4, 2022 being the last date fixed by the Company and the platform was blocked thereafter.

On scrutiny, we report that **323** shareholders exercised their vote through e-voting for Special Resolution 1 to 3.

The details of the Voting are as under:

1. To institute Employee Stock Option Scheme/Plan 2022 for the Employees of the Company.

(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
203	25983941	92.74

(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
117	2034066	7.26

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

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
4	92

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

2. To institute Employee Stock Option Scheme/Plan 2022 for the Employees of subsidiary(ies) and/ or associate Company(ies) of the Company

(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
199	25983801	92.74

(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
121	2034206	7.26

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

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
4	92

3. To authorize Employee Welfare Trusts for acquisition of shares of the Company through secondary market

(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
203	25983939	92.74

(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
117	2034068	7.26

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

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
4	92

