

eClerx/SECD/SE/2022/133

December 14, 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/2022/117 dated November 14, 2022, please find below the outcome/result of the Postal Ballot:

Details of Agenda Item:

Item No.	Agenda	Resolution required	Mode of voting
1.	Approval for Buy Back of Equity Shares through tender offer route	Special Resolution	Electronic voting

The Resolution as set forth in Item No. 1 was 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 December 14, 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	December 14, 2022
Total number of shareholders as on record date (i.e. November 11, 2022)	54,046
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

Approval for Buy Back of Equity Shares through tender offer route

Resolution required : Ordinary/Special						Special Resolution		
Whether promoter/promoter group are interested in the agenda/resolution?						Only to the extent of their respective shareholding in the Company, if any		
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	2,70,85,076	2,70,28,597	99.7915	2,70,28,597	0	100	0
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		2,70,28,597	99.7915	2,70,28,597	0	100	0
Public - Institutions	E-voting	1,64,10,630	1,50,21,035	91.5323	1,49,99,626	21,409	99.8574	0.1425
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		1,50,21,035	91.5323	1,49,99,626	21,409	99.8574	0.1425
Public Non-Institutions	E-voting	72,43,938	47,473	0.6553	47,077	396	99.1658	0.8341
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		47,473	0.6553	47,077	396	99.1658	0.8341
Total		5,07,39,644	4,20,97,105	82.9669	4,20,75,300	21,805	99.9482	0.0518



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

SCRUTINIZER'S REPORT

Pursuant to Section 110 and Section 108 of the Companies Act, 2013 read with Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended

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 November 10, 2022

Pursuant to the resolution passed by the Board of Directors of eClerx Services Limited (hereinafter called Company) on **November 10, 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 **November 10, 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 Resolution
1.	Approval for Buy Back of Equity Shares through tender offer route.

We report that the postal ballot notice dated November 10, 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 Company / Registrar and Share Transfer Agent / Depositories / Depository Participants and whose names appear in the Register of Members of the Company or in the List of Beneficial Owners maintained by the Depositories as on Friday, November 11, 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.

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 item 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 November 15, 2022.

The voting period for remote e-voting commenced on Tuesday, November 15, 2022 at 09:00 a.m. (IST) and concluded on Wednesday, December 14, 2022 at 05:00 p.m. (IST) both days inclusive. The votes cast by Remote e-voting through KFin Technologies Limited received only upto December 14, 2022 05:00 p.m. (IST) were considered valid for scrutiny and the platform was blocked thereafter.

The e-voting module of KFin Technologies Limited was unblocked thereafter by me in presence of Sonam and Vibha, not in employment of the Company, as prescribed under Rule 20 of the Companies (Management and Administration) Rules, 2014.

On scrutiny, we report that 351 shareholders exercised their vote through e-voting for Special Resolution No. 1.

The details of the Voting are as under:

1. Approval for Buy Back of Equity Shares through tender offer route.

(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
336	42075300	99.95%

(ii) Voted *against* of the resolution:

No. of members	No. of votes cast in against of Resolution	% of total no. of valid votes cast
15	21805	0.05%

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

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

As the number of votes cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as set forth in the Postal Ballot Notice dated November 10, 2022 has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date specified for e-voting, i.e., December 14, 2022.

AJ 

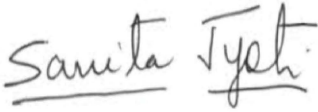
CS. SAVITA JYOTI, B.Com., F.C.S.

The result of the Postal Ballot will be displayed on the Company's website 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



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

CS SAVITA JYOTI

Scrutinizer

CP No- 1796

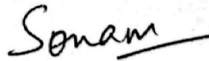
M No- FCS 3738

UDIN: F003738D002717636

Place: Hyderabad

Date: December 14, 2022

Witness 1:



Witness 2:



Countersigned by:

for **eClerx Services Limited**



Anish Ghoshal

Non-Executive - Independent Director-Chairperson

Place: Mumbai

Date: December 14, 2022