



eClerx/SECD/SE/2023/093

August 18, 2023

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 and Remote e-voting along with the Scrutinizer’s Report

Stock Code: BSE - 532927
NSE – ECLERX

With reference to our letter number eClerx/SECD/SE/2023/076 dated July 19, 2023, please find below the outcome/result of the Postal Ballot:

Details of Agenda Item(s):

Item No.	Details of Agenda	Resolution required	Mode of voting
1.	Appointment of Mr. Kapil Jain (DIN: 10170402) as Managing Director and Group CEO of the Company	Special Resolution	Postal Ballot and Remote E-voting (Passed with Requisite majority)
2.	Appointment of Ms. Bala C Deshpande (DIN: 00020130) as a Director in the capacity of Non-Executive Independent Director of the Company	Special Resolution	Postal Ballot and Remote E-voting (Passed with Requisite majority)

The Resolution as set forth in Item No. 1 and 2 were passed by the shareholders with requisite majority. Ms. Savita Jyoti of M/s. Savita Jyoti Associates, Practising Company Secretaries who was appointed as the Scrutinizer for conducting the postal ballot process and Remote e-voting process has submitted her report on August 18, 2023.

In terms of the provisions of Regulation 44(3) of the Listing Regulations, the summary of the combined results of the Postal Ballot and Remote e-voting 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	August 18, 2023
Total number of shareholders as on record date (i.e. July 14, 2023)	51,346
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

Appointment of Mr. Kapil Jain (DIN: 10170402) as Managing Director and Group CEO 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	26282161	26225682	99.7851	26225682	0	100	0
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		26225682	99.7851	26225682	0	100	0
Public - Institutions	E-voting	16508096	14724889	89.198	11682419	3042470	79.3379	20.662
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		14724889	89.198	11682419	3042470	79.3379	20.662
Public Non-Institutions	E-voting	6235102	121236	1.9444	120105	1131	99.0671	0.9328
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		121236	1.9444	120105	1131	99.0671	0.9328
Total		49025359	41071807	83.7767	38028206	3043601	92.5896	7.4104

Item No. 2

Approval for appointment of Ms. Bala C Deshpande (DIN: 00020130) as a Director in the capacity of Non-Executive Independent Director 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	26282161	26225682	99.7851	26225682	0	100	0
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		26225682	99.7851	26225682	0	100	0
Public - Institutions	E-voting	16508096	14724889	89.198	10638090	4086799	72.2456	27.7543
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		14724889	89.198	10638090	4086799	72.2456	27.7543
Public Non-Institutions	E-voting	6235102	121236	1.9444	120000	1236	98.9805	1.0194
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		121236	1.9444	120000	1236	98.9805	1.0194
Total		49025359	41071807	83.7767	36983772	4088035	90.0466	9.9534

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

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, Maharashtra, India
 CIN: L72200MH2000PLC125319

Dear Sir/Madam,

Sub: Passing of resolution through Postal Ballot notice dated July 17, 2023

Pursuant to the resolution passed by the Board of Directors of eClerx Services Limited (hereinafter called Company) on **July 17, 2023**, 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 resolutions as circulated in the postal ballot notice dated **July 17, 2023**.

The Company had engaged the services of its Registrar 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.	Approval for appointment of Mr. Kapil Jain (DIN: 10170402) as Managing Director and Group CEO of the Company
2.	Approval for appointment of Ms. Bala C Deshpande (DIN: 00020130) as a Director in the capacity of Non-Executive Independent Director of the Company

We report that the postal ballot notice dated July 17, 2023 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, July 14, 2023 (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 July 20, 2023.

The voting period for remote e-voting commenced on Thursday, July 20, 2023 from 09:00 hours (IST) till Friday, August 18, 2023 17:00 hours (IST) both days inclusive. The votes cast by remote e-voting through KFin Technologies Limited received only up to August 18, 2023 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 Mr. Pavan and Mr. Manoranjan, not in employment of the Company, as prescribed under Rule 20 of the Companies (Management and Administration) Rules, 2014.

On scrutiny, we report that 439 shareholders exercised their vote through e-voting for Special Resolution No. 1.

The details of the Voting are as under:

1. Approval for appointment of Mr. Kapil Jain (DIN: 10170402) as Managing Director and Group CEO 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
308	38028206	92.59

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

No. of members	No. of votes cast in against of Resolution	% of total no. of valid votes cast
131	3043601	7.41

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

No. of members	Total number of votes
3	175

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SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

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

On scrutiny, we report that 439 shareholders exercised their vote through e-voting for Special Resolution No. 2.

The details of the Voting are as under:

2. Approval for appointment of Ms. Bala C Deshpande (DIN: 00020130) as a Director in the capacity of Non-Executive Independent Director 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
399	36983772	90.05

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

No. of members	No. of votes cast in against of Resolution	% of total no. of valid votes cast
37	4088035	9.95

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

No. of members	Total number of votes
3	175

As the number of votes cast in favour of the resolutions are more than the number of votes cast against, I report that the Special Resolution(s) as set forth in the Postal Ballot Notice dated July 17, 2023 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., August 18, 2023.

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.

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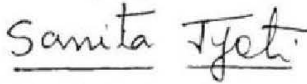
SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

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

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,
Yours sincerely,

for **Savita Jyoti Associates**
Company Secretaries



CS Savita Jyoti
Practicing Company Secretary
CP No-1796; M No-FCS 3738
UDIN: F003738E000823911

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

Place: Hyderabad
Date: August 18, 2023

Witness 1:



Witness 2:



Countersigned by:
for **eClerx Services Limited**



Anish Ghoshal
Non-Executive Independent Director- Chairperson
Place: Mumbai
Date: August 18, 2023