



eClerx/SECD/SE/2018/124

August 7, 2018

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: Notice of the 18th Annual General Meeting (AGM) of the Company

**Scrip Code: BSE - 532927
NSE - ECLERX**

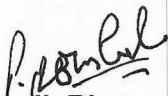
Please find enclosed the Notice convening the 18th AGM of the Company to be held on Wednesday, August 29, 2018 at 10.15 a.m. at Walchand Hirachand Hall, Indian Merchants' Chamber, LNM IMC Building, Churchgate, Mumbai - 400 020.

In terms of the provisions of Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual Report for the financial year 2017-2018 will be filed with the Stock Exchanges after it is approved and adopted at the AGM to be held on August 29, 2018.

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

NOTICE

NOTICE is hereby given that the Eighteenth Annual General Meeting (AGM) of the Members of eClerx Services Limited ('the Company') will be held on Wednesday, August 29, 2018 at 10.15 a.m. at Walchand Hirachand Hall, Indian Merchants' Chamber, LNM IMC Building, Churchgate, Mumbai 400 020 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt:
 - a. The Audited Financial Statements of the Company for the Financial Year ended March 31, 2018, 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, 2018, together with the Reports of the Auditors thereon.
2. To declare dividend for the year ended March 31, 2018 amounting to ₹ 1/- per share.
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.

**By Order of the Board
For eClerx Services Limited**

Pratik Bhanushali
Company Secretary & Compliance Officer
F8538

Date: May 23, 2018

Place: Mumbai

Registered Office:

Sonawala Building

1st Floor, 29 Bank Street,

Fort, Mumbai 400 023, Maharashtra, India.

CIN: L72200MH2000PLC125319

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY(S) TO ATTEND AND VOTE ON POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing a proxy in order to be valid / effective must be duly filled in all respects, stamped, signed and should be lodged with Company at its registered office atleast 48 hours before the commencement of the meeting. Proxies submitted on behalf of body corporates, companies, societies, etc. must be supported by an appropriate resolution/ authority, as applicable. Proxies should bring the attendance slips duly filled in along with their identity proofs for attending the meeting.

Person appointed as a proxy shall act on behalf of such number of member(s) not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company, carrying voting rights. Further, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. The Annual Report of the company and other documents sent through e-mail is also available on the Company's website www.eclerx.com.
4. In terms of the Listing Regulations, it is mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. transfer of shares, deletion of name, and transmission of shares and transposition of shares.
5. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically by sending an e-mail to the RTA or the Company.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, August 23, 2018 to Wednesday, August 29, 2018 (both days inclusive) for the purpose of Eighteenth Annual General meeting and for payment of Dividend for the financial year ended March 31, 2018.
7. Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and other applicable provisions, brief profile(s) of

the Director(s) who is proposed to be appointed/re-appointed is annexed hereto.

8. M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI FRN: 101049W/E300004), Mumbai, who are the Statutory Auditors of the Company, hold office up to the conclusion of Nineteenth AGM. Pursuant to the Companies Amendment Act, 2017, their appointment is not subject to annual ratification at the AGM with effect from May 7, 2018. Accordingly, the notice does not contain proposal for ratification of their appointment.
9. The certificate from the Auditors of the Company certifying that the Company's Employee Stock Option Scheme(s)/ Plan(s) are being implemented in accordance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, and other applicable regulations, if any, and in accordance with the resolutions passed by the Company in the earlier General Meeting(s) will be available for inspection by the Members at the AGM.
10. All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 11.00 a.m. to 6.00 p.m. up to the date of AGM and at the venue of AGM during AGM.
11. Statutory Registers maintained pursuant to the provisions of the Companies Act, 2013, will be accordingly available for inspection by the Members at the AGM.
12. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, and Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means ('Remote e-voting') and for all business specified in the accompanying Notice. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday, August 22, 2018, i.e. the cut-off date are entitled to vote on the Resolution(s) set forth in this Notice. The Remote e-voting period will commence at 9.00 a.m. (IST) on Friday, August 24, 2018 and will end at 5.00 p.m. (IST) on Tuesday, August 28, 2018. The facility for voting through ballot etc. will be also made available at the AGM, and Members attending the AGM and who have not already cast their vote by Remote e-voting, will be able to exercise their right at the AGM. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again via ballot.
13. The Company has appointed Ms. Dipti Mehta (Membership No. FCS 3667) and failing her Ms. Ashwini Inamdar (Membership No. F9409) of Practising Company Secretary of Mehta & Mehta Company Secretaries, to act as the Scrutinizer, to inter-alia, scrutinize the voting process in a fair and transparent manner.

The Members desiring to vote through Remote e-voting may refer to the detailed procedure given hereinafter.

Procedure for Remote e-voting:

- I. The Company has engaged the services of Karvy Computershare Private Limited ('Karvy') for facilitating remote e-voting for AGM. The instructions for remote e-voting are as under:
 - (a) **In case of Members receiving an e-mail from Karvy [for Member whose email IDs are registered with the Company/ Depository Participant(s)]:**
 - (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
 - (ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by Folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - (iii) After entering these details appropriately, click on – "Login".
 - (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login, you may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - (v) You need to login again with the new credentials.
 - (vi) On successful login, the system will prompt you to select the "EVENT" i.e., 'eClerx Services Limited'.
 - (vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the

Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- (viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- (ix) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- (x) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- (xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email Evoting@mehtamehta.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_Event No."

(b) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participant(s)]:

- i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided, as follows, at the bottom of the Attendance Slip enclosed with the physical Annual Report.

EVEN (E-Voting Event Number)	USER ID	PASSWORD
-	-	-

- ii. Please follow all steps from Sr. No. (i) to Sr. No. (xii) above, to cast your vote by electronic means.

II. The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM venue.

Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting. A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM venue. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM venue shall be treated as invalid.

- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and Evoting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. S. V. Raju, Deputy General Manager (Unit: eClerx Services Limited) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda Hyderabad - 500 032, Telangana, India. or at evoting@karvy.com or phone no. 040 – 6716 1500 or call Karvy's toll free No. 1-800- 3454- 001 for any further clarifications.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. The remote e-voting period commences on Friday, August 24, 2018 (9.00 a.m. IST) and ends on Tuesday, August 28, 2018 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, August 22, 2018, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently or cast their vote again.
- VI. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. Wednesday, August 22, 2018.
- VII. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., Wednesday, August 22, 2018, he/she may obtain the User ID and Password in the manner as mentioned below :

- (a) If the mobile number of the member is registered against Folio No. / DP ID and Client ID, the member may send SMS : MYEPWD<space> E-voting Event number+Folio No. Or DP ID Client ID to 9212993399

Example for NSDL : MYEPWD <SPACE>
IN12345612345678

Example for CDSL : MYEPWD <SPACE>
1402345612345678

Example for Physical : MYEPWD <SPACE>
XXX1234567890

- (b) If e-mail or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the homepage of <https://evoting.karvy.com>, the member may click 'forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.
- (c) Member may call on Karvy's toll free number 1-800-3454-001.
- (d) Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.
- VIII. The results shall be declared on or after the AGM. The results along with the requisite enclosures etc. shall also be placed on the website of the Company. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
14. Members are requested to:
- (a) produce the duly filled-in attendance slip, provided along with this Annual Report; Members who hold shares in dematerialized form are requested to quote their DP ID and Client ID and those who hold share(s) in physical form are requested to quote their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
- (b) The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on communication in physical form in addition to e-communication, or have any other queries, may write to the Company at: einward.ris@karvy.com.
- (c) send their queries, if any, on the operations of the Company, which shall reach the Company's Registered Office at least 10 days before the Annual General Meeting, so that the information could be compiled in advance; and
- (d) in case of shares held in physical form, immediately intimate change of address, if any, to the Registrar and Transfer Agent quoting reference of their registered folio number.
15. Dividend as recommended by the Board of Directors, if declared at the meeting, shall be paid after August 29, 2018, but within the statutory time limit of 30 days, to the shareholders whose name appears on the Register of Members of the Company as per the book closure fixed for the purpose. In case of shares held in dematerialised form, the dividend thereon shall be paid to the beneficial owners, as per list provided by the Depositories for the said purpose.
16. Members who wish to claim their dividends declared in past and which remains unclaimed, are requested to contact Registrar and Share Transfer Agent (RTA) of the Company viz. Karvy Computershare Private Limited, Unit: eClerx Services Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, Telangana or write to the Company at its Registered office. Members are requested to note that, pursuant to Section 124 of the Companies Act, 2013 and Rules thereunder, dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, shares related to such cases will be transferred to Investors Education and Protection Fund.
17. (i) In case the shares are held in physical form, all transfer deeds, requests for change of address, bank particulars/ mandates/NECS mandates, PAN, registration of email id for receiving electronic communication from the Company/ RTA should be lodged with the Registrar and Share Transfer Agent (RTA) of the Company viz. Karvy Computershare Private Limited, Unit: eClerx Services Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, Telangana before the book closure.
- (ii) The above details in respect of the shares held in electronic form should be sent to the respective depository participants by the Members well in time. Members are encouraged to utilize the National Electronic Clearing System (NECS) for receiving dividend(s).
18. Members are requested to furnish to the registrars/depository participants, the name and branch of the bank and account number to enable the Company to distribute dividend through NECS. In the absence of NECS facility with the shareholder's bank, the bank account details will be printed on the dividend warrants, if available.
19. Pursuant to the provisions of Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to approach the Registrar and Share Transfer Agents.

ANNEXURE(S) TO THE AGM NOTICE

Information regarding Director(s) seeking appointment/re-appointment at the Eighteenth Annual General Meeting [Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations]

Item No. 3

Name	Mr. Anjan Malik	
DIN	01698542	
Age	48 years	
Profession	Business Executive	
Qualification	Bachelor's Degree in Physics, with honours from the Imperial College of Science and Technology, London (UK) and a Masters of Business Administration degree in Finance from the Wharton School of Pennsylvania (USA) Bachelor's Degree in Physics, with honours from the Imperial College of Science and Technology, London (UK) and a Masters of Business Administration degree in Finance from the Wharton School of Pennsylvania (USA)	
Date of first appointment on the Board	May 10, 2000	
Expertise in specific functional area and experience	Mr. Anjan Malik, is a Co-founder and Director of eClerx Services Limited and the Executive Director of its on-shore subsidiaries. He has over 27 years of experience across consulting, investment banking and knowledge process outsourcing. He has worked with Accenture in Europe and Lehman Brothers in the US before starting eClerx with Mr. PD Mundhra, in 2000.	
Remuneration Details	No remuneration had been paid, by the Company, during FY 2017-18. However as stated in Notes to Accounts, he was paid ₹ 17.37 million (which includes ₹ 10.53 million of bonus provisions) from eClerx Limited, (U.K.) and ₹ 6.88 million from eClerx Investments (U.K.) Limited wholly owned subsidiaries of the Company, during FY 2017-18.	
Relationship with other directors and Key Managerial Personnel of the Company	N.A.	
Directorships held in other Companies	NIL	
Memberships/Chairmanships held in committees of the Board of other companies	NIL	
The number of meetings of the Board attended during the year	No. of meetings held	No. of meetings attended
	6	5
Shares held in the Company as on the date of Notice	9,689,920 equity shares of ₹ 10/- each (25.08%)	

Resolution Number	Resolution	Vote (Optional – see note 2 below) (Please mark (✓) and No. of shares)		
		For	Against	Abstain
Ordinary Business:				
1	To receive, consider, approve and adopt:			
a.	The Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon;t			
b.	The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Auditors thereon;			
2	To declare dividend for the year ended March 31, 2018 @ ₹ 1/- per share.			
3	To appoint a Director in place of Anjan Malik [DIN: 01698542], who retires by rotation and being eligible, offers himself for re-appointment.			

Signed this _____ day of _____ 2018

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2) It is optional to indicate your preference, if left blank your proxy will be entitled to vote in the manner as s/he deems appropriate.



eClerx Services Limited

CIN: L72200MH2000PLC125319

Registered Office: Sonawala Building, 1st Floor, 29, Bank Street, Fort, Mumbai 400 023, Maharashtra, India.

Phone no.: +91 (22) 6614 8301 | Fax No: +91 (22) 6614 8655

Email: investor@eClerx.com | Website: www.eClerx.com

ATTENDANCE SLIP

18TH ANNUAL GENERAL MEETING – WEDNESDAY, AUGUST 29, 2018

Name :

Sr. No.:

Address :

Reg. Folio No. :

No. of Shares :

Client ID No. :

DP ID No. :



I / We, certify that I / We, am / are a Member / Proxy for the Member of the Company.

I / We hereby record my / our presence at the Eighteenth Annual General Meeting (AGM) of the Company to be held on Wednesday, August 29, 2018 at 10:15 a.m. at Walchand Hirachand Hall, Indian Merchants' Chamber, LNM IMC Building, Churchgate, Mumbai - 400 020.

.....
First / Sole holder / Proxy's name in block letters

.....
Signature of Shareholder/ Proxy

.....
Second holder/ Proxy's name in block letters

.....
Signature of Shareholder/ Proxy

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Third holder / Proxy's name in block letters

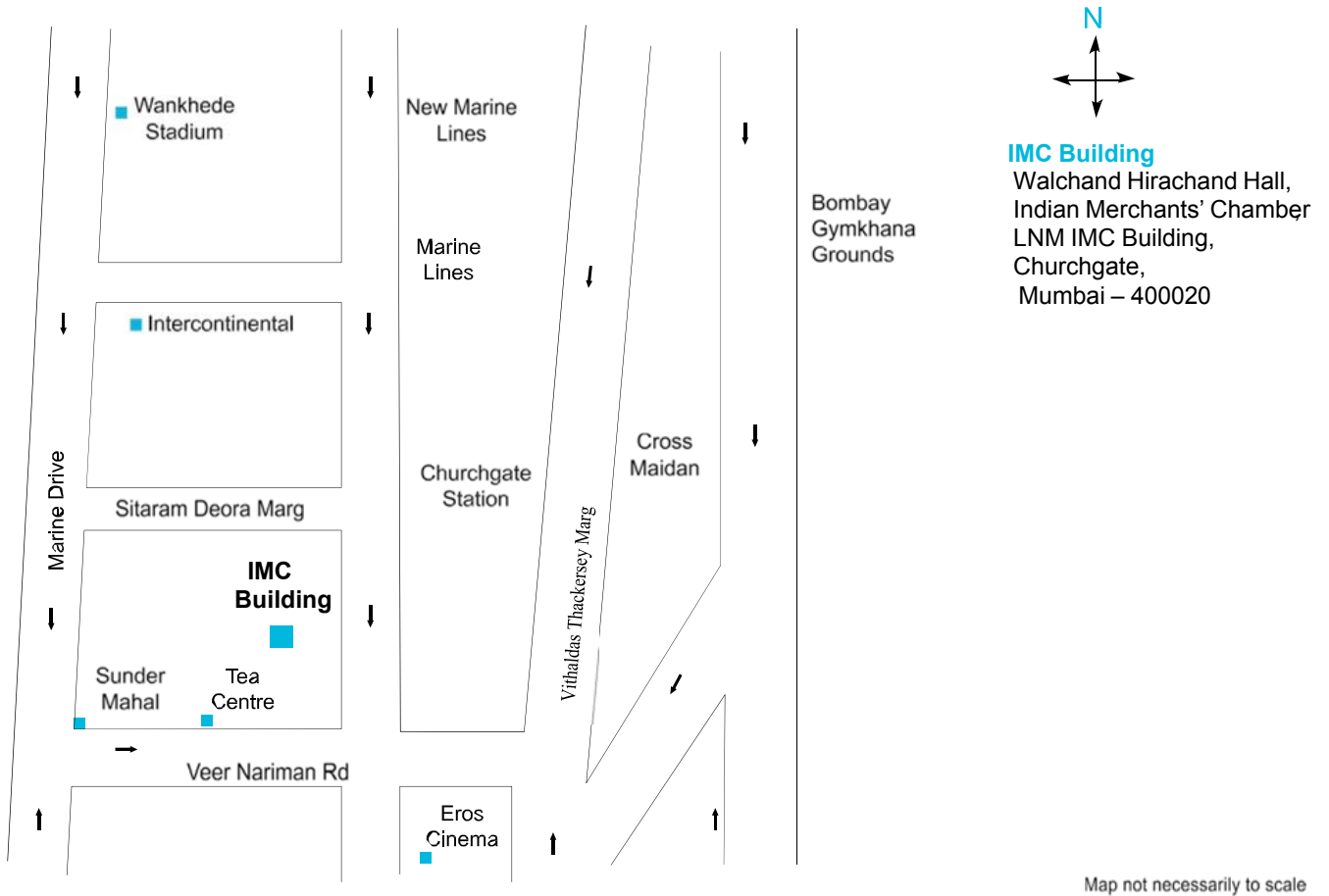
.....
Signature of Shareholder/ Proxy

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

Please refer the location map and notes overleaf

LOCATION MAP FOR AGM VENUE



Notes:

- 1 Please fill up this attendance slip and hand over at the entrance of the meeting hall.
- 2 Members who have received Attendance Slip in electronic mode are requested to print the Attendance Slip and submit duly filled in Attendance Slip at the entrance of the meeting hall.
- 3 Members are requested to bring their copies of the Annual Report to the meeting.
- 4 Electronic Voting will be subject to the provisions of the Companies Act, 2013 and other applicable relevant provisions, the business as set out in the Notice will be transacted through e-voting. Members are requested to refer to the detailed procedure on e-voting provided in the Notice of Annual General Meeting.