

eClerx/SECD/SE/2024/077

June 24, 2024

<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 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/2024/067 dated May 24, 2024, please find below the outcome/result of the Postal Ballot:

**Details of Agenda Item(s):**

<b>Item No.</b>	<b>Details of Agenda</b>	<b>Resolution required</b>	<b>Mode of voting</b>
1.	Approval for Buy Back of Equity Shares through tender offer route	Special Resolution	Remote E-voting (Passed with Requisite majority)

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, 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 June 24, 2024.

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**  
**VP-Legal & Company Secretary**  
**F8538**

Encl.: as above

**Annexure 1**

<b>Date of declaration of Postal Ballot Result</b>	June 24, 2024
<b>Total number of shareholders as on record date (i.e. May 17, 2024)</b>	53,575
<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**

**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	26,282,161	26,225,682	99.78	26,225,682	0	100.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>26,225,682</b>	<b>99.78</b>	<b>26,225,682</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutions	E-voting	17,089,346	15,240,673	89.1823	15,227,994	12,679	99.91	0.08
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>15,240,673</b>	<b>89.1823</b>	<b>15,227,994</b>	<b>12,679</b>	<b>99.91</b>	<b>0.08</b>
Public Non-Institutions	E-voting	5,653,852	43,999	0.77	43,075	924	97.89	2.10
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>43,999</b>	<b>0.77</b>	<b>43,075</b>	<b>924</b>	<b>97.89</b>	<b>2.10</b>
<b>Total</b>		<b>49,025,359</b>	<b>41,510,354</b>	<b>84.67</b>	<b>41,496,751</b>	<b>13,603</b>	<b>99.97</b>	<b>0.03</b>

**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, 1<sup>st</sup> Floor, 29 Bank Street,  
Fort, Mumbai - 400 023, Maharashtra, India  
CIN: L72200MH2000PLC125319

Dear Sir/Madam,

**Sub: Passing of resolution through Postal Ballot notice dated May 16, 2024**

Pursuant to the resolution passed by the Board of Directors of eClerx Services Limited (hereinafter called Company) on **May 16, 2024**, 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 **May 16, 2024**.

The Company had engaged the services of its Registrar and Transfer Agent 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/>

<b>Sr. No.</b>	<b>Description of Special Resolution</b>
<b>1</b>	<b>Approval for Buy Back of Equity Shares through tender offer route</b>

We report that the postal ballot notice dated May 16, 2024, 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, May 17, 2024 (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.

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 May 25, 2024.

The voting period for remote e-voting commenced on Saturday, May 25, 2024, from 09:00 hours (IST) and ended on Sunday, June 23, 2024, 17:00 hours (IST) both days inclusive. The votes cast by remote e-voting through KFin Technologies Limited received only up to June 23, 2024, 17:00 hours (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 Kumar 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 402 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
386	4,14,96,751	99.97

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

No. of members	No. of votes cast in against of Resolution	% of total no. of valid votes cast
14	13,603	0.03

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

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
2	32

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 May 16, 2024, has been passed by the Members. The Resolution is deemed as passed on the last date specified for e-voting, i.e., June 23, 2024.

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.

**SAVITA JYOTI ASSOCIATES**  
COMPANY SECRETARIES

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**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 safekeeping.

Thanking you,

for **Savita Jyoti Associates**  
**Company Secretaries**



**CS Savita Jyoti**

Scrutinizer

FCS No.: 3738, CP No.: 1796

UDIN: F003738F000606604

Place: Hyderabad

Date: June 24, 2024

Witness 1:



Witness 2:



**SAVITA JYOTI, FCS 3738**

Practicing Company Secretary

Certificate of Practice No. 1796

Countersigned by:

for **eClerx Services Limited**



Shailesh Kekre

Non-Executive - Independent Director-Chairperson

Place: Bengaluru

Date: June 24, 2024