



eClerx/SECD/SE/2023/110

September 14, 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 |
|---|---|

Dear Sir/Madam,

Sub: Voting results of the 23rd Annual General Meeting of the Company held on Thursday, September 14, 2023

Reg: Compliance under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“Listing Regulations”]

**Stock Code: BSE - 532927
NSE – ECLERX**

Pursuant to Regulation 44 of the Listing Regulations, please find appended below the voting results of the business transacted at the 23rd Annual General Meeting (“AGM”) of the Company held on Thursday, September 14, 2023 at 12:30 p.m. through Video Conferencing/Other Audio Visual Means in accordance with the circular(s) issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

Also, enclosed is the consolidated report of the Scrutinizer on remote e-voting and e-voting during the AGM (“Instapoll”).

| | |
|--|------------------------------|
| Date of AGM | Thursday, September 14, 2023 |
| Total number of shareholders as on cut-off date i.e. September 07, 2023 | 51,492 |

| | |
|---|----------------|
| No. of shareholders present in meeting either in person or proxy | |
| Promoters and Promoter Group | Not Applicable |
| Public | |

| | |
|--|----|
| No. of Shareholders attended the meeting through Video Conferencing | |
| Promoters and Promoter Group: | 2 |
| Public | 47 |

Agenda- wise disclosure

Resolution No. 1:

To receive, consider, approve and adopt:

- a. The Audited Financial Statements of the Company for the financial year ended March 31, 2023, 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, 2023, together with the Reports of the Auditors thereon.

| Resolution required | | | | | | | | Ordinary Resolution |
|---|-------------------------------|-------------------|-------------------|---|------------------------------|----------------------------|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | | | | | | No |
| Category | Mode of Voting | Shares Held (1) | Votes Polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | Remote E-voting | 26,282,161 | 26,225,682 | 99.7851 | 26,225,682 | 0 | 100.0000 | 0.0000 |
| | Instapoll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 26,282,161 | 26,225,682 | 99.7851 | 26,225,682 | 0 | 100.0000 |
| Public – Institutions | Remote E-voting | 16,439,880 | 14,605,115 | 88.8395 | 14,587,030 | 18,085 | 99.8761 | 0.1238 |
| | Instapoll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 14,605,115 | 88.8395 | 14,587,030 | 18,085 | 99.8761 | 0.1238 |
| Public - Non Institutions | Remote E-voting | 6,303,318 | 38,197 | 0.6060 | 38,091 | 106 | 99.7224 | 0.2775 |
| | Instapoll | | 29,548 | 0.4688 | 29,548 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 67,745 | 1.0748 | 67,639 | 106 | 99.8435 | 0.1565 |
| Total | | 49,025,359 | 40,898,542 | 83.4232 | 40,880,351 | 18,191 | 99.9555 | 0.0445 |



Resolution No. 2:

To declare dividend for the year ended March 31, 2023 amounting to Re. 1/- per share.

| Resolution required | | | | | | | | Ordinary Resolution |
|---|-------------------------------|-------------------|-------------------|---|------------------------------|----------------------------|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | | | | | | No |
| Category | Mode of Voting | Shares Held (1) | Votes Polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | Remote E-voting | 26,282,161 | 26,225,682 | 99.7851 | 26,225,682 | 0 | 100.0000 | 0.0000 |
| | Instapoll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 26,225,682 | 99.7851 | 26,225,682 | 0 | 100.0000 | 0.0000 |
| Public – Institutions | Remote E-voting | 16,439,880 | 14,616,275 | 88.9074 | 14,616,275 | 0 | 100.0000 | 0.0000 |
| | Instapoll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 14,616,275 | 88.9074 | 14,616,275 | 0 | 100.0000 | 0.0000 |
| Public - Non Institutions | Remote E-voting | 6,303,318 | 38,197 | 0.6060 | 38,085 | 112 | 99.7067 | 0.2932 |
| | Instapoll | | 29,548 | 0.4688 | 29,548 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 67,745 | 1.0748 | 67,633 | 112 | 99.8347 | 0.1653 |
| Total | | 49,025,359 | 40,909,702 | 83.4460 | 40,909,590 | 112 | 99.9997 | 0.0003 |



Resolution No. 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.

| Resolution required | | | | | | | | Ordinary Resolution |
|---|-------------------------------|-------------------|-------------------|---|------------------------------|----------------------------|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | | | | | | Yes |
| Category | Mode of Voting | Shares Held (1) | Votes Polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | Remote E-voting | 26,282,161 | 26,225,682 | 99.7851 | 26,225,682 | 0 | 100.0000 | 0.0000 |
| | Instapoll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 26,225,682 | 99.7851 | 26,225,682 | 0 | 100.0000 | 0.0000 |
| Public – Institutions | Remote E-voting | 16,439,880 | 14,616,275 | 88.9074 | 14,156,761 | 459,514 | 96.8561 | 3.1438 |
| | Instapoll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 14,616,275 | 88.9074 | 14,156,761 | 459,514 | 96.8561 | 3.1438 |
| Public - Non Institutions | Remote E-voting | 6,303,318 | 38,197 | 0.6060 | 38,089 | 108 | 99.7172 | 0.2827 |
| | Instapoll | | 29,548 | 0.4688 | 29,548 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 67,745 | 1.0748 | 67,637 | 108 | 99.8406 | 0.1594 |
| Total | | 49,025,359 | 40,909,702 | 83.4460 | 40,450,080 | 459,622 | 98.8765 | 1.1235 |

This is for your information and records.

Thanking you,

Yours truly,

For **eClerx Services Limited**



Pratik Bhanushali

Company Secretary and Compliance Officer
F8538

Encl.: as above

Mehta & Mehta

COMPANY SECRETARIES

201-206. SHIV SMRITI, 2ND FLOOR, 49/A, DR. ANNIE BESANT ROAD, ABOVE CORPORATION BANK, WORLI, MUMBAI - 400 018
TEL : +91-22-6611 9696. • E-mail: dipti@mehta-mehta.com • Visit us . www.mehta-mehta.com

AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT

Scrutinizer's Report

*[Pursuant to Section 108 of the Companies Act, 2013 and
Rule 20 of the Companies (Management and Administration) Rules, 2014]*

To,

The Chairman

eClerx Services Limited

Sonawala Building, 1st Floor

29 Bank Street, Fort,

Maharashtra, India

Mumbai – 400023.

Twenty Third (23rd) Annual General Meeting (“AGM”) of the Members of eClerx Services Limited held on Thursday, September 14, 2023 at 12:30 P.M. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”)

Dear Sir,

I, **Ashwini Inamdar**, Partner, M/s. Mehta & Mehta, Company Secretaries have been appointed by the Board of Directors of **eClerx Services Limited (“the Company”)** to act as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting and voting through electronic voting system during the **23rd AGM** of the Company held on **Thursday, September 14, 2023 at 12:30 P.M.** through VC/OAVM pursuant to Section 108 of Companies Act , 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 20/2020 dated May 05, 2020, the General Circular No. 02/2021 dated January 13, 2021, the General Circular No. 21/2021 dated December 14, 2021, General Circular No. 02/2022 dated May 05, 2022 and General Circular No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Government of India (hereinafter referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (collectively referred to as “SEBI Circulars”) and Secretarial Standards on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India in



respect of the Resolutions as set out in the Notice convening the 23rd AGM, do hereby submit the report as follows:

1. The Notice dated August 09, 2023 of the 23rd AGM was sent to the Members on Wednesday, August 23, 2023 through electronic mode whose email addresses are registered with the Company/ Depository Participants ('DPs') in compliance with MCA circulars.
2. The Resolutions were transacted through the process of remote e-voting and through electronic voting system during the AGM. For the purpose of remote e-voting, the Company had engaged the services of M/s. KFin Technologies Limited ("Kfintech")
3. The Members of the Company holding shares as on the "cut off" date i.e. Thursday, September 07, 2023 were entitled to vote on the resolutions stated in the Notice of the 23rd AGM.
4. The period for remote e-voting commenced on Monday, September 11, 2023 (09:00 A.M. IST) and ended on Wednesday, September 13, 2023 (05:00 P.M. IST). The Remote e-voting module was disabled by Kfintech for voting thereafter.
5. The facility for e-voting was made available for the Members attending the meeting through VC/OAVM and who did not cast their vote through remote e-voting.
6. After the closure of e-voting at the AGM, the report on the voting done at the AGM and votes cast through remote e-voting facility done prior to the AGM were unblocked, in the presence of two witnesses Ms. Suman Lahoti and Mr. Harsh Modi neither of whom are in the employment of the Company and generated from Kfintech e-voting website www.evoting.kfintech.com
7. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules thereunder, MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to remote e-voting prior and during the AGM on the resolutions contained in the notice of the 23rd AGM.
8. My responsibility as a scrutinizer for the e-voting process (i.e., remote e-voting and e-voting during AGM) is restricted to making a Consolidated Scrutinizer's Report of the votes cast in favour or against the resolutions.



9. The consolidated results of remote e-voting and voting through electronic voting system at the 23rd AGM are enclosed as an **Annexure** to this report.

Thanking You,

For **Mehta & Mehta**
Company Secretaries

Ashwini Inamdar

Ashwini Inamdar

Scrutinizer

FCS No: **9409**

CP No: **11226**

UDIN: **F009409E001009067**

Place: Mumbai

Date: September 14, 2023



Enclosed: Annexure

We, the undersigned have witnessed that the votes cast through remote e-voting were unblocked from Kfintech e-voting website www.evoting.kfintech.com in our presence on September 13, 2023.


Name : Ms. Suman Lahoti

Address: : 201-206, Shiv Smriti Chambers,
2nd Floor, Dr. Annie Besant Road,
Worli, Mumbai - 400018


Name : Mr. Harsh Modi

Address: : 201-206, Shiv Smriti Chambers,
2nd Floor, Dr. Annie Besant Road,
Worli, Mumbai - 400018

Countersigned by



Mr. Anish Ghoshal

Chairman and Non Executive Director

DIN: 00276807

eClerx Services Limited

Item No. 1: Ordinary Resolution

1. To receive, consider, approve and adopt:

a. The Audited Financial Statements of the Company for the financial year ended March 31, 2023, 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, 2023, together with the Reports of the Auditors thereon.

| Particulars | Remote e-voting | | Voting through electronic voting system at the venue of the AGM | | Consolidated voting results | | |
|-----------------------------------|-----------------------------|---------------------------------------|---|---------------------------------------|-----------------------------|---------------------------------------|---|
| | Number of Members who voted | Number of Shares for which votes cast | Number of Members who voted | Number of Shares for which votes cast | Number of Members who voted | Number of Shares for which votes cast | Percentage of votes to total number of valid votes cast |
| Voted in favour of the resolution | 197 | 4,08,50,803 | 15 | 29,548 | 212 | 4,08,80,351 | 99.9555 |
| Votes against the resolution | 3 | 18,191 | 0 | 0 | 3 | 18,191 | 0.0445 |
| Invalid votes/ Abstained | 2 | 11,160 | 0 | 0 | 2 | 11,160 | 0.0000 |

The above resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.

Item No. 2: Ordinary Resolution

To declare dividend for the year ended March 31, 2023 amounting to Re. 1/- per share

| Particulars | Remote e-voting | | Voting through electronic voting system at the venue of the AGM | | Consolidated voting results | | |
|-----------------------------------|-----------------------------|---------------------------------------|---|---------------------------------------|-----------------------------|---------------------------------------|---|
| | Number of Members who voted | Number of Shares for which votes cast | Number of Members who voted | Number of Shares for which votes cast | Number of Members who voted | Number of Shares for which votes cast | Percentage of votes to total number of valid votes cast |
| Voted in favour of the resolution | 199 | 4,08,80,042 | 15 | 29,548 | 214 | 4,09,09,590 | 99.9997 |
| Votes against the resolution | 3 | 112 | 0 | 0 | 3 | 112 | 0.0003 |
| Invalid votes/ Abstained | 0 | 0 | 0 | 0 | 0 | 0 | 0.0000 |

The above resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.

Item No. 3: Ordinary Resolution

To appoint a Director in place of Mr. Anjan Malik, (DIN: 01698542) who retires by rotation and being eligible, offers himself for re-appointment.

| Particulars | Remote e-voting | | Voting through electronic voting system at the venue of the AGM | | Consolidated voting results | | |
|-----------------------------------|-----------------------------|---------------------------------------|---|---------------------------------------|-----------------------------|---------------------------------------|---|
| | Number of Members who voted | Number of Shares for which votes cast | Number of Members who voted | Number of Shares for which votes cast | Number of Members who voted | Number of Shares for which votes cast | Percentage of votes to total number of valid votes cast |
| Voted in favour of the resolution | 163 | 4,04,20,532 | 15 | 29,548 | 178 | 4,04,50,080 | 98.8765 |
| Votes against the resolution | 44 | 4,59,622 | 0 | 0 | 44 | 4,59,622 | 1.1235 |
| Invalid votes/ Abstained | 0 | 0 | 0 | 0 | 0 | 0 | 0.0000 |

The above resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.

