

eClerx/SECD/SE/2019/53

March 26, 2019

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/2019/25 dated February 12, 2019 and eClerx/SECD/SE/2019/31 dated February 20, 2019, 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.	Re-appointment of Mr. Alok Goyal (DIN: 05255419) as the 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 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 March 26, 2019.

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	March 26, 2019
Total number of shareholders as on record date (i.e. February 15, 2019)	27,079
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**

Re-appointment of Mr. Alok Goyal (DIN: 05255419) as 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 outstanding 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	19561692	19561692	100.00	19561692	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		19561692	100.00	19561692	0	100.00	0.00
Public - Institutions	E-voting	15945091	14833001	93.0255	11294645	3538356	76.1453	23.8546
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		14833001	93.0255	11294645	3538356	76.1453	23.8546
Public Non-Institutions	E-voting	3200149	169526	5.2974	168821	705	99.5841	0.4158
	Postal Ballot		63563	1.9863	63561	2	99.9968	0.0031
	Total		233089	7.2837	232382	707	99.6967	0.3033
Total		38706932	34627782	89.4614	31088719	3539063	89.7797	10.2203



SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com FCS

Scrutiniser's Report – Consolidated

To,

The Chairman
eClerx Services Limited
Sonawala Building, 1st Floor,
29, Bank Street, Fort,
Mumbai – 400 023

Sub: Consolidated Report of Scrutiniser on the results of voting conducted through Postal Ballot and voting through Electronic Means.

Dear Sir,

1. I, Savita Jyoti of M/s. Savita Jyoti Associates, Practicing Company Secretary, was appointed as the Scrutiniser by the Board of Directors of eClerx Services Limited ("the Company"), pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 to scrutinise the votes cast electronically ("Remote E-voting") as well as through Postal Ballot on the item of business set out in the Notice of Postal Ballot dated February 12, 2019 in a fair and transparent manner.
2. In compliance with the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108 and 110 of the Companies Act 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, the Company had provided Remote E-voting facility to cast vote on the resolution through the electronic voting platform of Karvy Fintech Private Limited ("Karvy").
3. The Postal Ballot Notice and the Forms along with postage prepaid Business Reply Envelope were dispatched to 5,785 members through courier on February 20, 2019 and were sent electronically to 21,294 members to their email addresses registered with the Depository Participants/Registrar and Transfer Agent as on the cut-off date being Friday, February 15, 2019.
4. In terms of Regulation 47 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company in English Newspaper "Business Standard" and Marathi Newspaper "Sakal" both dated February 21, 2019, informing about the completion of dispatch of Postal Ballot Notice and Forms and details of Remote E-voting.
5. The Remote E-voting period remained open from Saturday, February 23, 2019 at 9.00 a.m. (IST) and ended at 5.00 p.m. (IST) on Monday, March 25, 2019. During the period, Members of the Company holding share in physical and/or in dematerialised form, as on cut-off date i.e. Friday, February 15, 2019 were entitled to vote on the resolution set out in the Notice of Postal Ballot dated February 12, 2019.

S. J.

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com FCS

6. The e-voting module of Karvy was disabled on Monday, March 25, 2019 at 5.00 p.m. (IST) and unblocked thereafter by me in presence of Ms. Sonam and Ms. Vibha, not in employment of the Company as prescribed under Rule 20 of the Companies (Management and Administration) Rules, 2014.
7. The Postal Ballot Forms were kept under my safe custody before commencing the scrutiny of such Postal Ballot Forms.
8. The Postal Ballot Forms received upto 5.00 p.m. (IST) on Monday, March 25, 2019 were considered valid for scrutiny. The Postal Ballot Forms which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
9. The summary of votes cast by Remote E-voting and by Postal Ballot Forms is given below:

SPECIAL BUSINESS:

Item No. 1:

Re-appointment of Mr. Alok Goyal (DIN: 05255419) as 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 outstanding 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	19561692	19561692	100.00	19561692	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		19561692	100.00	19561692	0	100.00	0.00
Public Institutions	E-voting	15945091	14833001	93.0255	11294645	3538356	76.1453	23.8546
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		14833001	93.0255	11294645	3538356	76.1453	23.8546
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SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com FCS

10. Register of Postal Ballot and all other relevant records of voting process given/provided/maintained in electronic mode and the Postal Ballots Forms will remain in my custody until the Chairman/Managing Director/Company Secretary considers, approves and signs the Minutes of the Postal Ballot and the same shall be handed over thereafter to the Chairman/Managing Director/Company Secretary.
11. As the number of votes cast in favour of the Resolution is more than three times the number of votes against, I report that the special resolution as set forth in Item No. 1 has been passed by the Members with requisite majority. The Resolution is deemed to be passed on the last date for receipt of duly completed Postal Ballot Form and Remote e-voting i.e. Monday, March 25, 2019.
12. The Chairman of the Company can declare and confirm the above result of Postal Ballot and the same can be communicated to BSE Limited and National Stock Exchange of India Limited where the Company's shares are listed and also be displayed on the Company's website www.eclerx.com.

Thanking you,
Yours faithfully,



CS SAVITA JYOTI (Scrutiniser)
SAVITA JYOTI ASSOCIATES
Practicing Company Secretary
Membership No. 3738; CP No. 1796

Place: Hyderabad
Date: March 26, 2019

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

Countersigned by:
for eClerx Services Limited



Pradeep Kapoor
Non-Executive-Independent Director
- Chairperson

Place: Mumbai
Date: March 26, 2019

