



eClerx/SECD/SE/2022/097

September 21, 2022

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: Voting results of the 22nd Annual General Meeting of the Company held on Wednesday, September 21, 2022

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 22nd Annual General Meeting (“AGM”) of the Company held on Wednesday, September 21, 2022 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	Wednesday, September 21, 2022
Total number of shareholders as on cut-off date i.e. September 14, 2022	51,268

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	46

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, 2022, 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, 2022, 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	18,056,718	18,019,065	99.7915	18,019,065	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		18,019,065	99.7915	18,019,065	0	100.0000	0.0000
Public – Institutions	Remote E-voting	10,946,913	9,923,082	90.6473	9,923,082	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		9,923,082	90.6473	9,923,082	0	100.0000	0.0000
Public - Non Institutions	Remote E-voting	4,822,798	91,463	1.8965	91,285	178	99.8053	0.1946
	Instapoll		33,107	0.6865	33,107	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		124,570	2.583	124,392	178	99.8571	0.1429
Total		33,826,429	28,066,717	82.9727	28,066,539	178	99.9994	0.0006



Resolution No. 2:

To declare dividend for the year ended March 31, 2022 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	18,056,718	18,019,065	99.7915	18,019,065	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		18,019,065	99.7915	18,019,065	0	100.0000	0.0000
Public – Institutions	Remote E-voting	10,946,913	9,946,310	90.8595	9,946,310	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		9,946,310	90.8595	9,946,310	0	100.0000	0.0000
Public - Non Institutions	Remote E-voting	4,822,798	91,463	1.8965	91,369	94	99.8972	0.1027
	Instapoll		33,107	0.6865	33,107	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		124,570	2.583	124,476	94	99.9245	0.0755
Total		33,826,429	28,089,945	83.0414	28,089,851	94	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	18,056,718	18,019,065	99.7915	18,019,065	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		18,019,065	99.7915	18,019,065	0	100.0000	0.0000
Public – Institutions	Remote E-voting	10,946,913	9,946,310	90.8595	9,685,878	260,432	97.3816	2.6183
	Instapoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		9,946,310	90.8595	9,685,878	260,432	97.3816	2.6184
Public - Non Institutions	Remote E-voting	4,822,798	91,019	1.8873	90,816	203	99.7769	0.2230
	Instapoll		33,107	0.6865	33,107	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		124,126	2.5738	123,923	203	99.8365	0.1635
Total		33,826,429	28,089,501	83.0401	27,828,866	260,635	99.0721	0.9279



Resolution No. 4:

To appoint Mr. Naresh Chand Gupta (DIN: 00172311) as a Director in the capacity of Non-Executive Independent Director of the Company.

Resolution required								Special 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	18,056,718	18,019,065	99.7915	18,019,065	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		18,019,065	99.7915	18,019,065	0	100.0000	0.0000
Public – Institutions	Remote E-voting	10,946,913	9,946,310	90.8595	9,946,310	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		9,946,310	90.8595	9,946,310	0	100.0000	0.0000
Public - Non Institutions	Remote E-voting	4,822,798	91,019	1.8873	90,841	178	99.8044	0.1955
	Instapoll		33,107	0.6865	33,107	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		124,126	2.5738	123,948	178	99.8566	0.1434
Total		33,826,429		28,089,501	83,0401	28,089,323	178	99.9994



Resolution No. 5:

To appoint Mr. Naval Bir Kumar (DIN: 00580259) as a Director in the capacity of Non-Executive Independent Director of the Company.

Resolution required								Special 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	18,056,718	18,019,065	99.7915	18,019,065	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		18,019,065	99.7915	18,019,065	0	100.0000	0.0000
Public – Institutions	Remote E-voting	10,946,913	9,946,310	90.8595	9,946,310	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		9,946,310	90.8595	9,946,310	0	100.0000	0.0000
Public - Non Institutions	Remote E-voting	4,822,798	91,019	1.8873	90,841	178	99.8044	0.1955
	Instapoll		33,107	0.6865	33,107	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		124,126	2.5738	123,948	178	99.8566	0.1434
Total		33,826,429		28,089,501	83,0401	28,089,323	178	99.9994



Resolution No. 6:

To approve payment of remuneration by way of commission to Non-Executive Independent Directors of the Company.

Resolution required								Special 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	18,056,718	18,019,065	99.7915	18,019,065	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		18,019,065	99.7915	18,019,065	0	100.0000	0.0000
Public – Institutions	Remote E-voting	10,946,913	8,835,390	80.7112	8,833,833	1,557	99.9823	0.0176
	Instapoll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		8,835,390	80.7112	8,833,833	1,557	99.9824	0.0176
Public - Non Institutions	Remote E-voting	4,822,798	91,019	1.8873	90,566	453	99.5023	0.4976
	Instapoll		33,107	0.6865	33,107	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		124,126	2.5738	123,673	453	99.6350	0.3650
Total		33,826,429	26,978,581	79.7559	26,976,571	2,010	99.9925	0.0075

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.com. Visit us : www.mehata-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]*

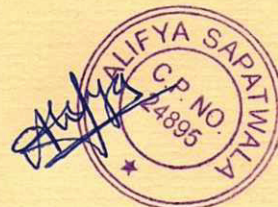
To,
The Chairman
eClerx Services Limited
Sonawalla Building,
1st floor, 29 Bank Street, Fort,
Mumbai – 400023, Maharashtra, India.

Twenty Second (22nd) Annual General Meeting (“AGM”) of the Members of eClerx Services Limited (“the Company”) held on Wednesday, September 21, 2022, at 12:30 p.m. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”)

Dear Madam,

I, **Alifya Sapatwala**, Partner, M/s. Mehta & Mehta, Practicing 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 **22nd AGM** of the Company held on **Wednesday, September 21, 2022, 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 and General Circular No. 02/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs, Government of India (hereinafter referred to as “MCA Circulars”) in respect of the Resolutions as set out in the Notice convening the 22nd AGM, do hereby submit our report as follows :

1. The Notice dated August 09, 2022 of the 22nd AGM was sent to the Members through electronic mode whose email addresses are registered with the Company / Registrar and Share Transfer Agent (‘RTA’) 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 KFin Technologies Limited (formerly known as KFin Technologies Private Limited).



3. The Members of the Company holding shares as on the "cut off" date i.e. Wednesday, September 14, 2022 were entitled to vote on the resolutions stated in the Notice of the 22nd AGM.
4. The period for remote e-voting commenced on Friday, September 16, 2022 (09:00 A.M. IST) and ended on Tuesday, September 20, 2022 (05:00 P.M IST). The Remote e-voting module was disabled by KFin Technologies Limited 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. Neha Desai and Ms. Garima Trivedi neither of whom are in the employment of the Company and generated from KFin Technologies Limited e-voting website <https://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 22nd 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 22nd AGM are enclosed as an Annexure to this report.

Thanking You,

For **Mehta & Mehta**
Company Secretaries



Alifya Sapatwala

Scrutinizer

ACS No: **24091**

CP No: **24895**

UDIN: **A024091D001015391**

Place: Mumbai

Date: September 21, 2022

We, the undersigned have witnessed that the votes cast through remote e-voting were unblocked from KFin Technologies Limited e-voting website <https://evoting.kfintech.com> in our presence on September 21, 2022.



Name: Ms. Neha Desai

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



Name: Ms. Garima Trivedi

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

Countersigned by

ANISH
GHOSHAL

Digitally signed by ANISH GHOSHAL
DN: cn=ANISH GHOSHAL,
o=ANISH GHOSHAL,
ou=ANISH GHOSHAL,
email=anish.ghoshal@anishghoshal.com,
c=IN

Anish Ghoshal
Chairman
DIN: 00276807
eClerx Services Limited

Item No. 1: Ordinary Resolution

To receive, consider, approve and adopt: a) The Audited Financial Statements of the Company for the financial year ended March 31, 2022, 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, 2022, 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	256	2,80,33,432	15	33107	271	2,80,66,539	99.9994
Votes against the resolution	7	178	0	0	7	178	0.0006
Invalid votes/ Abstained	1	23,228	0	0	1	23,228	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, 2022 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	259	2,80,56,744	15	33107	274	2,80,89,851	99.9997
Votes against the resolution	5	94	0	0	5	94	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	230	2,77,95,759	15	33107	245	2,78,28,866	99.0721
Votes against the resolution	31	2,60,635	0	0	31	2,60,635	0.9279
Invalid votes/ Abstained	5	444	0	0	5	444	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. 4: Special Resolution

To appoint Mr. Naresh Chand Gupta (DIN: 00172311) as a Director in the capacity of Non-Executive Independent Director of the Company.

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	252	2,80,56,216	15	33107	267	2,80,89,323	99.9994
Votes against the resolution	7	178	0	0	7	178	0.0006
Invalid votes/ Abstained	5	444	0	0	5	444	0.0000

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

Item No. 5: Special Resolution

To appoint Mr. Naval Bir Kumar (DIN: 00580259) as a Director in the capacity of Non-Executive Independent Director of the Company.

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	252	2,80,56,216	15	33107	267	2,80,89,323	99.9994
Votes against the resolution	7	178	0	0	7	178	0.0006
Invalid votes/ Abstained	5	444	0	0	5	444	0.0000

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

Item No. 6: Special Resolution

To approve payment of remuneration by way of commission to Non-Executive Independent Directors of the Company.

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	2,69,43,464	15	33107	214	2,69,76,571	99.9925
Votes against the resolution	13	2,010	0	0	13	2,010	0.0075
Invalid votes/ Abstained	52	11,11,364	0	0	52	11,11,364	0.0000

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

