

August 22, 2013

1. **BSE Ltd,**  
Department of Corporate Services,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 023
  
2. **National Stock Exchange of India Limited**  
Exchange Plaza  
Bandra Kurla Complex  
Bandra (E)  
Mumbai - 400051

Dear Sirs,

**Sub: Outcome of Thirteenth Annual General Meeting of the Company**  
**Stock code: BSE - 532927**  
**NSE - ECLERX**

This is to inform you that the shareholders of the Company at the Thirteenth Annual General Meeting held on August 22, 2013, accorded their consent to the following:

1. Approval and adoption of audited Financial Statements of the Company comprising of Balance Sheet as at March 31, 2013, the Statement of Profit and Loss Account and Cash Flow Statement for the year ended on that date together with the Schedules forming part of the accounts and annexure thereto, reports of the Board of Directors and the Auditors thereon.
2. Approval of Dividend for the FY 2012-13 at the rate of Rs. 25/- per equity share.
3. Re-appointment of Mr. Anjan Malik as a Director, liable to retire by rotation.
4. Re-appointment of Mr. Biren Gabhawala as a Director, liable to retire by rotation.
5. Appointment of M/s. Walker, Chandiook & Co., as Statutory Auditors of the Company to hold office till the conclusion of next Annual General Meeting.
6. Approval of Amendment(s) to ESOP Plan(s)/Scheme(s) of the Company with regards to removal/deletion of Clauses permitting the Employee Welfare Trust (ESOP trust) to acquire the securities of the Company from Secondary Market.
7. Approval of Amendment(s) to Employee Stock Option Scheme 2008 (ESOP 2008) to incorporate the clause(s) pertaining to implication upon delayed/ non-payment of exercise and/or tax money.
8. Approval of Amendment(s) to Employee Stock Option Scheme 2011 (ESOP 2011) to incorporate the clause(s) pertaining to implication upon delayed/ non-payment of exercise and/or tax money.



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9. Approval of Amendment(s) to Employee Stock Option Scheme 2011 (ESOP 2011) to increase number of options which can be granted under ESOP 2011 to the employees of the Company.
10. Amendment(s) to Employee Stock Option Scheme 2011 (ESOP 2011) to increase number of options which can be granted under ESOP 2011 to the employees of the subsidiaries of the Company.
11. Payment of remuneration by way of commission to Non-Executive Independent Directors of the Company.

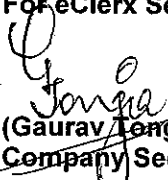
As regards Item No. 12 set out in the AGM Notice regarding enabling authority to the Board of Directors, for raising long term financial resources, the Chairman in the course of the meeting informed the shareholders that the said Item No. 12 was included in the AGM notice vide Board of Directors' meeting held on May 24, 2013. Thereafter on Aug 8, 2013 (i.e. subsequent to the dispatch of annual reports to the shareholders of the Company containing said Item No. 12), the Board of Directors, approved a proposal for Buy-Back of equity shares of the Company. Pursuant to SEBI (Buy-back of Securities) Regulations 1998, as recently amended, the Company cannot make further issue of capital within 12 months from the date of completion of the buyback. The shareholders were further informed that the Company has conveyed to the Stock Exchanges that it will comply with relevant SEBI (Buy-back of Securities) Regulations 1998. Thus the said proposed enabling resolution at Item No. 12 may not serve desired purpose in view of the recent developments and hence may not be considered.

The shareholders present agreed to the same and the said Item No. 12 was neither proposed nor seconded, hence the same was not carried.

Please take the same on record and bring it to the notice of your constituents.

Thanking you,

**Yours faithfully,  
For eClerx Services Limited**

  
(Gaurav Tongia)  
Company Secretary

