

eClerx Services Limited

CIN: L72200MH2000PLC125319

Regd Office: Sonawala Building,
1st Floor, 29 Bank Street, Fort,
Mumbai – 400 023, India.

Phone: +91-22-66148301 | Fax : +91 22 6614 8655

Email id : investor@eclerx.com | Website : www.eclerx.com

July 11, 2014

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 Fourteenth 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 Fourteenth Annual General Meeting held on July 10, 2014, 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, 2014, 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 2013-14 at the rate of Rs. 35/- per Equity Share of Rs. 10/- each. The said dividend would be paid on/after Tuesday, July 15, 2014.
3. Re-appointment of Mr. Anjan Malik as a Director, liable to retire by rotation.
4. Appointment of M/s S. R. Batliboi & Associates LLP, Chartered Accountants, as Statutory Auditors of the Company, in place of M/s. Walker Chandio & Co. LLP (Formerly Walker, Chandio & Co), the retiring auditors.
5. Approval of fees to be paid for service of documents to the shareholders of the Company.
7. Appointment of Deepa Kapoor, as a Director in the Capacity of Non- Executive Independent Director.
8. Appointment of Pradeep Kapoor, as Non- Executive Independent Director:
9. Appointment of Anish Ghoshal, as Non- Executive Independent Director.



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10. Appointment of Vikram Limaye, as Non- Executive Independent Director.
11. Appointment of Biren Gabhawala, as Non- Executive Independent Director.
12. Appointment of Alok Goyal as Non- Executive Independent Director.
13. Approval for increasing the Borrowing Powers
14. Creation of charge on movable and immovable properties of the Company, both present and future.

The requisite detailed voting particulars are also attached pursuant to the provisions of Companies Act 2013, Listing Agreement and such other rules and regulations as applicable.

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

Encl: A/a.



Note: As regards Item No. 6, regarding appointment of Mr. Nityanath Ghanekar, the same was not considered as per the announcement dated July 1, 2014.

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Bandra (E)
Mumbai-400051

Department of Corporate Services
BSE Limited.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 023.

Dear Sirs,

Sub: Disclosure pertaining to 14th Annual General Meeting of the Company inter-aliapursuant to Clause 35A & 31 (d) of the Listing Agreement

Stock Code: BSE - 532927
NSE - ECLERX

Pursuant to Clause 35A of the Listing Agreement, please find appended below, the requisite details in respect of voting on the resolution(s) by the shareholders at their 14th Annual General Meeting of the Company held on Thursday, July 10, 2014 at 10:15 a.m. at Walchand Hirachand Hall, Indian Merchants' Chamber, LNM IMC Building, Churchgate, Mumbai - 400 020

Date of AGM:	Thursday, July 10, 2014
Total number of shareholders as on Book Closure (July 4 to July 10, 2014)	13,921

No. of shareholders present in meeting either in person or proxy	48
Promoters and Promoter Group:	3
Public	45

No. of shareholders present in meeting either via video-conferencing:	Not Applicable
Promoters and Promoter Group:	Nil
Public	Nil



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Agenda-wise Details:

Sr. No.	Agenda Item	Type of resolution	Mode of Voting	Results of Voting
1	To receive, consider, approve and adopt the audited Financial Statements of the Company comprising of the Balance Sheet as at March 31, 2014, the Statement of Profit & Loss Account and the Cash Flow Statement for the year ended on that date together with the notes forming part of the accounts and annexure thereto and reports of the Board of Directors and the Auditors thereon	Ordinary	Poll & e-Voting	Requisite Majority
2	To declare dividend* for the year ended March 31, 2014.	Ordinary	Poll & e-Voting	Requisite Majority
3	To appoint a Director in place of Anjan Malik, who retires by rotation and being eligible, offers himself for re-appointment:	Ordinary	Poll & e-Voting	Requisite Majority
4	To appoint M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Mumbai as Statutory Auditors of the Company in place of M/s. Walker Chandiok & Co LLP, the retiring auditor and to fix their remuneration	Special	Poll & e-Voting	Requisite Majority
5	Fees to be paid for service of documents by the shareholders of the Company	Ordinary	Poll & e-Voting	Requisite Majority
6	Resolution No. 6 was not considered as per announcement dated July 1, 2014.			



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7	Appointment of Deepa Kapoor, as a Director in the Capacity of Non-Executive Independent Director.	Ordinary	Poll & e-Voting	Requisite Majority
8	Appointment of Pradeep Kapoor, as Non- Executive Independent Director.	Ordinary	Poll & e-Voting	Requisite Majority
9	Appointment of Anish Ghoshal, as Non- Executive Independent Director.	Ordinary	Poll & e-Voting	Requisite Majority
10	Appointment of Vikram Limaye, as Non- Executive Independent Director.	Ordinary	Poll & e-Voting	Requisite Majority
11	Appointment of Biren Gabhawala as Non- Executive Independent Director.	Ordinary	Poll & e-Voting	Requisite Majority
12	Appointment of Alok Goyal, as Non-Executive Independent Director.	Ordinary	Poll & e-Voting	Requisite Majority
13	Approval for increasing the Borrowing Powers	Special	Poll & e-Voting	Requisite Majority
14	Creation of charge on movable and immovable properties of the Company, both present and future.	Special	Poll & e-Voting	Requisite Majority

*Dividend @ Rs. 35/- per equity share of Rs. 10/- each.




Incase of E-voting and Poll

ResolutionNo. 1 – Ordinary Resolution

To receive, consider, approve and adopt the audited Financial Statements of the Company comprising of the Balance Sheet as at March 31, 2014, the Statement of Profit & Loss Account and the Cash Flow Statement for the year ended on that date together with the notes forming part of the accounts and annexure thereto and reports of the Board of Directors and the Auditors thereon

Resolution ID	Category	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
1	Promoter and Promoter Group	15911119	15872399	99.7566	15872399	0	100	0
1	Public – Institutional Holders	11524166	4964822	43.0818	4964822	0	100	0
1	Public-Others	2764922	132007	4.7743	132007	0	100	0
1	Total	30200207	20969228		20969228	0		

Resolution No. 2 – Ordinary Resolution

To declare dividend* for the year ended March 31, 2014:

Resolution ID	Category	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
2	Promoter and Promoter Group	15911119	15872399	99.7566	15872399	0	100	0
2	Public – Institutional Holders	11524166	4964822	43.0818	4964822	0	100	0
2	Public-Others	2764922	130811	4.7311	130811	0	100	0
2	Total	30200207	20968032		20968032	0		

*Dividend @ Rs. 35/- per equity share of Rs. 10/- each.



Resolution No. 3 – Ordinary Resolution

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

Resolution ID	Category	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
3	Promoter and Promoter Group	15911119	15872399	99.7566	15872399	0	100	0
3	Public – Institutional Holders	11524166	4964822	43.0818	4957982	6840	99.8622	0.1377
3	Public-Others	2764922	130848	4.7324	130848	0	100	0
3	Total	30200207	20968069		20961229	6840		

Resolution No. 4 – Special Resolution

To appoint M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Mumbai as Statutory Auditors of the Company in place of M/s. Walker Chandiock & Co LLP, the retiring auditor and to fix their remuneration

Resolution ID	Category	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
4	Promoter and Promoter Group	15911119	15872399	99.7566	15872399	0	100	0
4	Public – Institutional Holders	11524166	4964822	43.0818	4964822	0	100	0
4	Public-Others	2764922	130811	4.7311	130811	0	100	0
4	Total	30200207	20968032		20968032	0		



Resolution No. 5 – Ordinary Resolution

Fees to be paid for service of documents to the shareholders of the Company:

Resolution ID	Category	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
5	Promoter and Promoter Group	15911119	15872399	99.7566	15872399	0	100	0
5	Public – Institutional Holders	11524166	4964822	43.0818	4964822	0	100	0
5	Public-Others	2764922	127797	4.6221	127797	0	100	0
5	Total	30200207	20965018		20965018	0		

Resolution No. 7 – Ordinary Resolution

Appointment of DeepaKapoor, as a Director in the Capacity of Non- Executive Independent Director.

Resolution ID	Category	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
7	Promoter and Promoter Group	15911119	15872399	99.7566	15872399	0	100	0
7	Public – Institutional Holders	11524166	4964822	43.0818	4964822	0	100	0
7	Public-Others	2764922	130797	4.7306	130797	0	100	0
7	Total	30200207	20968018		20968018	0		



Resolution No. 8 – Ordinary Resolution

Appointment of Pradeep Kapoor, as Non- Executive Independent Director:

Resolution ID	Category	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
8	Promoter and Promoter Group	15911119	15872399	99.7566	15872399	0	100	0
8	Public – Institutional Holders	11524166	4964822	43.0818	4964822	0	100	0
8	Public-Others	2764922	130797	4.7306	130797	0	100	0
8	Total	30200207	20968018		20968018	0		

Resolution No. 9 – Ordinary Resolution

Appointment of Anish Ghoshal, as Non- Executive Independent Director.

Resolution ID	Category	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
9	Promoter and Promoter Group	15911119	15872399	99.7566	15872399	0	100	0
9	Public – Institutional Holders	11524166	4964822	43.0818	4964822	0	100	0
9	Public-Others	2764922	130797	4.7306	130797	0	100	0
9	Total	30200207	20968018		20968018	0		



Resolution No. 10 – Ordinary Resolution

Appointment of Vikram Limaye, as Non- Executive Independent Director.

Resolution ID	Category	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
10	Promoter and Promoter Group	15911119	15872399	99.7566	15872399	0	100	0
10	Public – Institutional Holders	11524166	4964822	43.0818	4964822	0	100	0
10	Public-Others	2764922	130834	4.7319	130834	0	100	0
10	Total	30200207	20968055		20968055	0		

Resolution No. 11 – Ordinary Resolution

Appointment of BirenGabhawala, as Non- Executive Independent Director.

Resolution ID	Category	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
11	Promoter and Promoter Group	15911119	15872399	99.7566	15872399	0	100	0
11	Public – Institutional Holders	11524166	4964822	43.0818	4964822	0	100	0
11	Public-Others	2764922	130797	4.7306	130797	0	100	0
11	Total	30200207	20968018		20968018	0		



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Resolution No. 12 – Ordinary Resolution

Appointment of AlokGoyal as Non- Executive Independent Director.

Resolution ID	Category	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
12	Promoter and Promoter Group	15911119	15872399	99.7566	15872399	0	100	0
12	Public – Institutional Holders	11524166	4964822	43.0818	4964822	0	100	0
12	Public-Others	2764922	130797	4.7306	130797	0	100	0
12	Total	30200207	20968018		20968018	0		

Resolution No. 13 – Special Resolution

Approval for increasing the Borrowing Powers

Resolution ID	Category	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
13	Promoter and Promoter Group	15911119	15872399	99.7566	15872399	0	100	0
13	Public – Institutional Holders	11524166	4964822	43.0818	4964822	0	100	0
13	Public-Others	2764922	130797	4.7306	130777	20	99.9847	0.0152
13	Total	30200207	20968018		20967998	20		



Resolution No. 14 – Special Resolution

Creation of charge on movable and immovable properties of the Company, both present and future.

Resolution ID	Category	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
14	Promoter and Promoter Group	15911119	15872399	99.7566	15872399	0	100	0
14	Public – Institutional Holders	11524166	4964822	43.0818	4964822	0	100	0
14	Public-Others	2764922	130797	4.7306	130797	0	100	0
14	Total	30200207	20968018		20968018	0		

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



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Results of voting through Electronic Means conducted pursuant to the provisions of Section 108 of the Companies Act, 2013, read rule 20 of the Companies (Management and Administration) Rules, 2014, and Poll conducted pursuant to section 109 of the Companies Act, 2013, and Rule 21(2) of the Companies (Management and Administration) Rules, 2014, for the Fourteenth Annual General Meeting of the Company held on July 10, 2014 at 10.15 a.m.

Resolution No. 1 – Ordinary Resolution

To receive, consider, approve and adopt the audited Financial Statements of the Company comprising of the Balance Sheet as at March 31, 2014, the Statement of Profit & Loss Account and the Cash Flow Statement for the year ended on that date together with the notes forming part of the accounts and annexure thereto and reports of the Board of Directors and the Auditors thereon

Particulars	No of members voted	Votes in favour	Votes against	% of votes cast in favour	% of votes against
E-Voting	58	19824527	0	100	0
Poll	39	1144701	0	100	0
Total	97	20969228	0		0

Based on the above, the Resolution was passed with requisite majority



Resolution No. 2 – Ordinary Resolution

To declare dividend* for the year ended March 31, 2014:

Particulars	No of members voted	Votes in favour	Votes against	% of votes cast in favour	% of votes against
E-Voting	58	19824527	0	100	0
Poll	39	1143505	0	100	0
Total	97	20968032	0		0

*Dividend @ Rs. 35/- per equity share of Rs. 10/- each.

Based on the above, the Resolution was passed with requisite majority

Resolution No. 3 – Ordinary Resolution

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

Particulars	No of members voted	Votes in favour	Votes against	% of votes cast in favour	% of votes against
E-Voting	56	19817687	-	99.97	-
	2	-	6840	-	0.03
Poll	39	1143542	0	100	0
Total	97	20961229	6840		

Based on the above, the Resolution was passed with requisite majority

Resolution No. 4 – Special Resolution

To appoint M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Mumbai as Statutory Auditors of the Company in place of M/s. Walker Chandiok & Co LLP, the retiring auditor and to fix their remuneration

Particulars	No of members voted	Votes in favour	Votes against	% of votes cast in favour	% of votes against
E-Voting	58	19824527	0	100	0
Poll	39	1143505	0	100	0
Total	97	20968032	0		

Based on the above, the Resolution was passed with requisite majority



Resolution No. 5 – Ordinary Resolution

Fees to be paid for service of documents to the shareholders of the Company:

Particulars	No members of voted	Votes in favour	Votes against	% of votes cast in favour	% of votes against
E-Voting	58	19824527	0	100	0
Poll	39	1140491	0	100	0
Total	97	20965018	0		

Based on the above, the Resolution was passed with requisite majority.

Resolution No. 7 – Ordinary Resolution

Appointment of DeepaKapoor, as a Director in the Capacity of Non- Executive Independent Director.

Particulars	No members of voted	Votes in favour	Votes against	% of votes cast in favour	% of votes against
E-Voting	58	19824527	0	100	0
Poll	39	1143491	0	100	0
Total	97	20968018	0		

Based on the above, the Resolution was passed with requisite majority

Resolution No. 8 – Ordinary Resolution

Appointment of PradeepKapoor, as Non- Executive Independent Director:

Particulars	No members of voted	Votes in favour	Votes against	% of votes cast in favour	% of votes against
E-Voting	58	19824527	0	100	0
Poll	39	1143491	0	100	0
Total	97	20968018	0		

Based on the above, the Resolution was passed with requisite majority



Resolution No. 9 – Ordinary Resolution

Appointment of AnishGhoshal, as Non- Executive Independent Director.

Particulars	No members of voted	Votes in favour	Votes against	% of votes cast in favour	% of votes against
E-Voting	58	19824527	0	100	0
Poll	39	1143491	0	100	0
Total	97	20968018	0		

Based on the above, the Resolution was passed with requisite majority

Resolution No. 10– Ordinary Resolution

Appointment of Vikram Limaye, as Non- Executive Independent Director.

Particulars	No members of voted	Votes in favour	Votes against	% of votes cast in favour	% of votes against
E-Voting	58	19824527	0	100	0
Poll	39	1143528	0	100	0
Total	97	20968055	0		

Based on the above, the Resolution was passed with requisite majority

Resolution No. 11 – Ordinary Resolution

Appointment of BirenGabhawala, as Non- Executive Independent Director.

Particulars	No members of voted	Votes in favour	Votes against	% of votes cast in favour	% of votes against
E-Voting	58	19824527	0	100	0
Poll	39	1143491	0	100	0
Total	97	20968018	0		

Based on the above, the Resolution was passed with requisite majority



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Resolution No. 12 – Ordinary Resolution

Appointment of AlokGoyal as Non- Executive Independent Director.

Particulars	No members of voted	Votes in favour	Votes against	% of votes cast in favour	% of votes against
E-Voting	58	19824527	0	100	0
Poll	39	1143491	0	100	0
Total	97	20968018	0		

Based on the above, the Resolution was passed with requisite majority

Resolution No. 13 – Special Resolution

Approval for increasing the Borrowing Powers

Particulars	No members of voted	Votes in favour	Votes against	% of votes cast in favour	% of votes against
E-Voting	57	19824507	-	100	0
	1	-	20	-	0.00
Poll	39	1143491	0	100	0
Total	97	20967998	20		

Based on the above, the Resolution was passed with requisite majority

Resolution No. 14 – Special Resolution

Creation of charge on movable and immovable properties of the Company, both present and future.

Particulars	No members of voted	Votes in favour	Votes against	% of votes cast in favour	% of votes against
E-Voting	58	19824527	0	100	0
Poll	39	1143491	0	100	0
Total	97	20968018	0		

Based on the above, the Resolution was passed with requisite majority



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

Note: Resolution No. 6 for appointment of Mr. NityanathGhanekar was not considered as per announcement dated July 1, 2014.

Thanking you,

Yours faithfully,
For eClerx Services Limited


(Gaurav Tongia)
Company Secretary

