

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 17, 2015

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: Proceedings of the Fifteenth Annual General Meeting of the Company held on July 17, 2015, pursuant to Clause 31(d) of the Listing Agreement and other applicable provisions

Stock code: BSE - 532927
NSE - ECLERX

This is to inform you that the shareholders of the Company at the Fifteenth Annual General Meeting held on July 17, 2015, passed the following resolution(s) with requisite majority. The shareholders voted on following resolutions through remote e-voting and Poll:

1. To receive, consider, approve and adopt:
 - a. The Audited Financial Statements of the Company for the financial year ended March 31, 2015, 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, 2015, together with the Reports of the Auditors thereon.
2. To declare dividend for the year ended March 31, 2015 amounting to Rs. 35/- per share.
3. To re-appoint V. K. Mundhra, [DIN: 00282180] as Director of the Company
4. To ratify the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Mumbai as Statutory Auditors of the Company and to fix their remuneration
5. To institute Employee Stock Scheme/Plan 2015 for the Employees of the Company
6. To institute Employee Stock Scheme/Plan 2015 for the Employees of subsidiary(ies) of the Company





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7. To approve incorporating Employee Welfare Trust(s) mechanism within Employee Stock Scheme/Plan 2015 to enable secondary market transactions
8. To set up and authorise Employee Welfare Trust(s) for acquisition of shares of the Company through secondary market
9. To approve Related Party Transaction(s)
10. To approve payment of remuneration by way of commission to Non-Executive Independent Directors of the Company.

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.



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July 17, 2015

National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (E)
Mumbai-400051

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

Dear Sirs,

Sub: Disclosure pertaining to 15th Annual General Meeting of the Company inter-alia pursuant to Clause 35A 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 for the 15th Annual General Meeting of the Company held on Friday, July 17, 2015 at 10:15 a.m. at Walchand Hirachand Hall, Indian Merchants' Chamber, LNM IMC Building, Churchgate, Mumbai - 400 020

Date of AGM:	Friday, July 17, 2015
Total number of shareholders as on Book Closure (July 11 to July 17, 2015)	13,932

No. of shareholders present in meeting either in person or proxy	51
Promoters and Promoter Group:	3
Public	48

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



Agenda-wise Details:

Sr. No.	Agenda Item	Type of resolution	Mode of Voting	Results of Voting
1	To receive, consider, approve and adopt: a. The Audited Financial Statements of the Company for the financial year ended March 31, 2015, 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, 2015, together with the Reports of the Auditors thereon.	Ordinary	Poll & e-Voting	Requisite Majority
2	To declare dividend for the year ended March 31, 2015 amounting to Rs. 35/- per share.	Ordinary	Poll & e-Voting	Requisite Majority
3	To appoint a Director in place of V. K. Mundhra, [DIN: 00282180] who retires by rotation and being eligible, offers himself for re-appointment	Ordinary	Poll & e-Voting	Requisite Majority
4	To ratify the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Mumbai as Statutory Auditors of the Company and to fix their remuneration	Ordinary	Poll & e-Voting	Requisite Majority
5	To institute Employee Stock Scheme/Plan 2015 for the Employees of the Company	Special	Poll & e-Voting	Requisite Majority
6	To institute Employee Stock Scheme/Plan 2015 for the Employees of subsidiary(ies) of the Company	Special	Poll & e-Voting	Requisite Majority
7	To approve incorporating Employee Welfare Trust(s) mechanism within Employee Stock Scheme/Plan 2015 to enable secondary market transactions	Special	Poll & e-Voting	Requisite Majority
8	To set up and authorise Employee Welfare Trust(s) for acquisition of shares of the Company through secondary market	Special	Poll & e-Voting	Requisite Majority

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9	To approve Related Party Transaction(s)	Ordinary	Poll & e-Voting	Requisite Majority
10	To approve payment of remuneration by way of commission to Non-Executive Independent Directors of the Company	Special	Poll & e-Voting	Requisite Majority

Incase of E-voting and Poll

Resolution No. 1 – Ordinary Resolution

To receive, consider, approve and adopt:

- The Audited Financial Statements of the Company for the financial year ended March 31, 2015, together with the Reports of the Board of Directors and the Auditors thereon
- The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015, together with the Reports of 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	0.00
1	Public – Institutional Holders	11863265	10429692	87.9159	10429692	0	100	0.00
1	Public-Others	2665449	275626	10.3407	275626	0	100	0.00
1	Total	30439833	26577717	87.3123	26577717	0	100	0.00

Resolution No. 2 – Ordinary Resolution

To declare dividend for the year ended March 31, 2015 amounting to Rs. 35/- per share

Resolution ID	Category	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

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2	Public – Institutional Holders	11863265	10429692	87.9159	10429692	0	100	0.00
2	Public-Others	2665449	275627	10.3407	275627	0	100	0.00
2	Total	30439833	26577718	87.3123	26577718	0	100	0.00

Resolution No. 3 – Ordinary Resolution

To appoint a Director in place of V. K. Mundhra, [DIN: 00282180] 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	7922250	49.7907	7922250	0	100	0.00
3	Public – Institutional Holders	11863265	10429692	87.9159	5053164	5376528	48.4497	51.5502
3	Public-Others	2665449	275627	10.3407	275576	51	99.9814	0.0185
3	Total	30439833	18627569	61.1947	13250990	5376579	71.1364	28.8636

Resolution No. 4 – Ordinary Resolution

To ratify the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Mumbai as Statutory Auditors of the Company 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	0.00



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4	Public – Institutional Holders	11863265	10429692	87.9159	10429692	0	100	0.00
4	Public-Others	2665449	275627	10.3407	275627	0	100	0.00
4	Total	30439833	26577718	87.3123	26577718	0	100	0.00

Resolution No. 5 – Special Resolution

To institute Employee Stock Scheme/Plan 2015 for the Employees 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	0.00
5	Public – Institutional Holders	11863265	10260342	86.4883	4238822	6021520	41.3126	58.6873
5	Public-Others	2665449	277080	10.3952	277079	1	99.9996	0.0003
5	Total	30439833	26409821	86.7607	20388300	6021521	77.1997	22.8003

Resolution No. 6 – Special Resolution

To institute Employee Stock Scheme/Plan 2015 for the Employees of subsidiary(ies) 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
6	Promoter and Promoter Group	15911119	15872399	99.7566	15872399	0	100	0.00
6	Public – Institutional Holders	11863265	10260342	86.4883	4238822	6021520	41.3126	58.6873
6	Public-Others	2665449	277080	10.3952	276979	101	99.9635	0.0364

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6	Total	30439833	26409821	86.7607	20388200	6021621	77.1993	22.8007
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Resolution No. 7 – Special Resolution

To approve incorporating Employee Welfare Trust(s) mechanism within Employee Stock Scheme/Plan 2015 to enable secondary market transactions

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	0.00
7	Public – Institutional Holders	11863265	10219315	86.1425	4197795	6021520	41.07706828	58.9229
7	Public-Others	2665449	277080	10.3952	277080	0	100	0.00
7	Total	30439833	26368794	86.6259	20347274	6021520	77.1642	22.8358

Resolution No. 8 – Special Resolution

To set up and authorise Employee Welfare Trust(s) for acquisition of shares of the Company through secondary market

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	0.00
8	Public – Institutional Holders	11863265	10219315	86.1425	4197795	6021520	41.0770	58.9229
8	Public-Others	2665449	277082	10.3953	277082	0	100	0.00

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8	Total	30439833	26368796	86.6260	20347276	6021520	77.1642	22.8358
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Resolution No. 9 – Ordinary Resolution

To approve Related Party Transaction(s).

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	0	0	0	0	0	0.00
9	Public – Institutional Holders	11863265	10429692	87.9159	10410565	19127	99.8166	0.1833
9	Public-Others	2665449	190690	7.15414176	190570	120	99.9370	0.0435
9	Total	30439833	10620382	95.0700	10601135	19247	99.8188	0.1812

Resolution No. 10 – Special Resolution

To approve payment of remuneration by way of commission to Non-Executive Independent Directors 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
10	Promoter and Promoter Group	15911119	15872399	99.7566	15872399	0	100	0.00
10	Public – Institutional Holders	11863265	10429692	87.9159	10429692	0	100	0.00
10	Public-Others	2665449	270124	10.1343	269563	561	99.7923	0.2076
10	Total	30439833	26572215	87.2942	26571654	561	99.9979	0.0021



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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



Mehta & Mehta

COMPANY SECRETARIES

NAVJIVAN SOCIETY BLDG. NO. 3, 12TH FLOOR, OFFICE No. 9, LAMINGTON ROAD, MUMBAI - 400 008.
TEL. : 022-6611 9696 □ E-mail : dipti@mehta-mehta.com □ Website : www.mehta-mehta.com

AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT

To,
The Chairman,
15th Annual General Meeting of the Equity Shareholders of eClerx Services Limited
to be held on Friday, July 17, 2015 at 10.15 a.m. at Walchand Hirachand Hall, Indian
Merchants' Chamber, LNM IMC Building, Churchgate, Mumbai 400 020

Dear Sir,

Sub: Report on the process of Remote e-Voting Pertaining to the 15th Annual General Meeting ("the AGM") of eClerx Services Limited ("the Company") held on July 17, 2015

1. I, Dipti Mehta, Partner, Mehta & Mehta, Practicing Company Secretaries having Membership Number FCS 3667 and Certificate of Practice Number 3202 have been appointed as a scrutinizer for Remote e-Voting, in a fair and transparent manner, at the AGM of the Company held on Friday, July 17, 2015 and also for ascertaining the requisite majority for the resolutions proposed thereat.
2. I have scrutinized the voting that has taken place by Remote e-Voting provided by the Company to its members.
3. On the said basis, I submit my report as under:-
 - (a) The Company has completed the dispatch of notice of the AGM containing the process of Remote e-Voting to its members by June 23, 2015.
 - (b) The Company provided the facility of Remote e-Voting to its members whose names appeared in Register of Members as on July 10, 2015.
 - (c) Particular of all the votes cast by Remote e-Voting have been entered in a register separately maintained for the purpose.
 - (d) 155 Shareholder holding 2,63,45,519 equity shares cast their votes using remote e-Voting facility.
 - (e) All the votes cast through Remote e-Voting upto 5 p.m. on Thursday, July 16, 2015 were considered for my scrutiny.
 - (f) All members who were physically present at the AGM and already cast their vote using Remote e-Voting were not allowed to vote again at the AGM in any manner.
 - (g) I have, immediately after the conclusion of voting at the AGM, first counted the votes cast at the meeting through poll, thereafter unblocked the votes cast through Remote e-Voting provided by Karvy



Computershare Private Limited, in the presence of the following two witnesses who are not in the employment of the Company, namely:

- i. Ms. Unnati Dave
- ii. Mr. Gajab Maheshwari

4. On proper scrutiny of all the Remote e-Voting records obtained from the aforesaid agency's website, I report the result of Remote e-Voting process as under: -

Item No 1: Ordinary Business - Ordinary Resolution

To receive, consider, approve and adopt:

- a. The Audited Financial Statements of the Company for the Financial Year ended March 31, 2015, 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, 2015, together with the Reports of the Auditors thereon;

	Number of members voted through remote e-Voting	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	153	2,63,44,063	100.0000
(ii) Voted against the resolution	0	0	0.0000
(iii) Invalid votes	Number of members voted through remote e-Voting Total number whose votes were declared invalid or who abstain from remote eVoting	Total number of votes cast by them	
	2	1,456	

Item No 2: Ordinary Business - Ordinary Resolution

To declare dividend for the year ended March 31, 2015 amounting to Rs. 35/- per share:

	Number of members voted through remote e-Voting	Number of Votes cast by them	% of total number of valid votes cast



(i) Voted in favour of the resolution	154	2,63,44,064	100.0000
(ii) Voted against the resolution	0	0	0.0000
(iii) Invalid votes	Number of members voted through remote e-Voting Total number whose votes were declared invalid or who abstain from remote eVoting	Total number of votes cast by them	
	1	1,455	

Item No 3: Ordinary Business - Ordinary Resolution

To appoint a Director in place of V. K. Mundhra, [DIN:00282180] who retires by rotation and being eligible, offers himself for re-appointment:

	Number of members voted through remote e-Voting	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	95	1,30,17,336	70.7698
(ii) Voted against the resolution	57	53,76,579	29.2302
(iii) Invalid votes	Number of members voted through remote e-Voting Total number whose votes were declared invalid or who abstain from remote eVoting	Total number of votes cast by them	
	3	79,51,604	

Item No 4: Ordinary Business-Ordinary Resolution

To ratify the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Mumbai as Statutory Auditors of the Company and to fix their remuneration, and to pass the following resolution as an Ordinary Resolution:

	Number of members voted through remote e-Voting	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	154	2,63,44,064	100.0000
(ii) Voted against the	0	0	0.0000



resolution			
(iii) Invalid votes	Number of members voted through remote e-Voting Total number whose votes were declared invalid or who abstain from remote eVoting	Total number of votes cast by them	
	1	1,455	

Item No 5: Special Business-Special Resolution

To institute Employee Stock Scheme/Plan 2015 for the Employees of the Company:

	Number of members voted through remote e-Voting	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	94	2,01,54,648	76.9962
(ii) Voted against the resolution	57	60,21,521	23.0038
(iii) Invalid votes	Number of members voted through remote e-Voting Total number whose votes were declared invalid or who abstain from remote eVoting	Total number of votes cast by them	
	5	1,69,350	

Item No 6: Special Business-Special Resolution

To institute Employee Stock Scheme/Plan 2015 for the Employees of subsidiary(ies) of the Company:

	Number of members voted through remote e-Voting	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	92	2,01,54,548	76.9958
(ii) Voted against the resolution	59	60,21,621	23.0042
	Number of members voted through remote e-Voting Total number	Total number of votes cast by them	



(iii) Invalid votes	whose votes were declared invalid or who abstain from remote eVoting	
	5	1,69,350

Item No 7: Special Business-Special Resolution

To approve incorporating Employee Welfare Trust(s) mechanism within Employee Stock Scheme/Plan 2015 to enable secondary market transactions:

	Number of members voted through remote e-Voting	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	92	2,01,13,622	76.9601
(ii) Voted against the resolution	56	60,21,520	23.0399
(iii) Invalid votes	Number of members voted through remote e-Voting Total number whose votes were declared invalid or who abstain from remote eVoting	Total number of votes cast by them	
	7	2,06,867	

Item No 8: Special Business-Special Resolution

To set up and authorise Employee Welfare Trust(s) for acquisition of shares of the Company through secondary market:

	Number of members voted through remote e-Voting	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	92	2,01,13,622	76.9601
(ii) Voted against the resolution	56	60,21,520	23.0399
(iii) Invalid votes	Number of members voted through remote e-Voting Total number whose votes were declared invalid or who abstain from	Total number of votes cast by them	



	remote eVoting	
	7	2,06,867

Item No 9: Special Business-Ordinary Resolution

To approve Related Party Transaction(s):

	Number of members voted through remote e-Voting	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	141	1,03,72,753	99.8150
(ii) Voted against the resolution	4	19,227	0.1850
(iii) Invalid votes	Number of members voted through remote e-Voting Total number whose votes were declared invalid or who abstain from remote eVoting	Total number of votes cast by them	
	10	1,59,53,539	

Item No 10: Special Business-Special Resolution

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

	Number of members voted through remote e-Voting	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	147	2,63,38,002	99.9979
(ii) Voted against the resolution	5	561	0.0021
(iii) Invalid votes	Number of members voted through remote e-Voting Total number whose votes were declared invalid or who abstain from remote eVoting	Total number of votes cast by them	
	3	6,956	



5. You may accordingly declare the result of the resolution passed at the AGM of the company Held on Friday, July 17,2015.

For Mehta & Mehta
Company Secretaries
(ICSI Unique code P1996MH007500)

Dipti Mehta
Partner
FCS No. : 3667
C.P. No. : 3202



Date : July 17, 2015
Place : Mumbai

Mehta & Mehta

COMPANY SECRETARIES

NAVJIVAN SOCIETY BLDG. NO. 3, 12TH FLOOR, OFFICE No. 9, LAMINGTON ROAD, MUMBAI - 400 008.
TEL. : 022-6611 9696 □ E-mail : dipti@mehta-mehta.com □ Website : www.mehta-mehta.com

AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT

COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING & POLL

To,
The Chairman,
15th Annual General Meeting ("the AGM") of the Equity Shareholders of
eClerx Services Limited held on Friday, July 17, 2015 at 10.15 a.m. at
Walchand Hirachand Hall, Indian Merchants' Chamber, LNM IMC Building,
Churchgate, Mumbai 400 020

Sub: Passing of Resolutions through Remote e-Voting AND poll conducted at
the AGM of eClerx Services Limited ("the Company") held on July 17, 2015

The Company had appointed me as Scrutinizer for the Remote e-Voting which started on Monday, July 13, 2015 (9:00 am) and ended on Thursday, July 16, 2015 (5:00 pm) and Poll held at the AGM of the Company on July 17, 2015.

I have, immediately after the conclusion of voting at the AGM, first counted the votes cast at the meeting through poll, thereafter unblocked the votes cast through Remote e-Voting provided by Karvy Computershare Private Limited, in the presence of the following two witnesses who are not in the employment of the Company, namely:

(i) Ms. Unnati Dave; (ii) Mr. Gajab Maheshwari

On proper scrutiny of all the Remote e-Voting records obtained from the aforesaid agency's website and the poll held at the AGM, I report the result of the Remote e-Voting together with that of the Poll, as under:

Item no. of Notice	Mode of Voting	Vote in Favour		Vote in Against		Invalid Votes
		Nos.	Percent	Nos.	Percent	Nos.
Item No. 1 of the Notice (As an Ordinary Resolution)	Remote e-Voting	2,63,44,063	99.1209	0	0.0000	1,456
	Poll	2,33,654	0.8791	0	0.0000	437
	Total	2,65,77,717	100.0000	0	0.0000	1,893
Item No. 2 of the Notice (As an Ordinary Resolution)	Remote e-Voting	2,63,44,064	99.1209	0	0.0000	1,455
	Poll	2,33,654	0.8791	0	0.0000	437
	Total	2,65,77,718	100.0000	0	0.0000	1,892



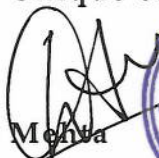
Item No. 3 of the Notice (As an Ordinary Resolution)	Remote e-Voting	1,30,17,336	69.8821	53,76,579	28.8636	79,51,604
	Poll	2,33,654	1.2543	0	0.0000	437
	Total	1,32,50,990	71.1364	53,76,579	28.8636	79,52,041
Item No. 4 of the Notice (As an Ordinary Resolution)	Remote e-Voting	2,63,44,064	99.1209	0	0.0000	1,455
	Poll	2,33,654	0.8791	0	0.0000	437
	Total	2,65,77,718	100.0000	0	0.0000	1,892
Item No. 5 of the Notice (As a Special Resolution)	Remote e-Voting	2,01,54,648	76.3150	60,21,521	22.8003	1,69,350
	Poll	2,33,652	0.8847	0	0.0000	439
	Total	2,03,88,300	77.1997	60,21,521	22.8003	1,69,789
Item No. 6 of the Notice (As a Special Resolution)	Remote e-Voting	2,01,54,548	76.3146	60,21,621	22.8007	1,69,350
	Poll	2,33,652	0.8847	0	0.0000	439
	Total	2,03,88,200	77.1993	60,21,621	22.8007	1,69,789
Item No. 7 of the Notice (As a Special Resolution)	Remote e-Voting	2,01,13,622	76.2781	60,21,520	22.8358	2,06,867
	Poll	2,33,652	0.8861	0	0.0000	439
	Total	2,03,47,274	77.1642	60,21,520	22.8358	2,07,306
Item No. 8 of the Notice (As a Special Resolution)	Remote e-Voting	2,01,13,622	76.2781	60,21,520	22.8358	2,06,867
	Poll	2,33,654	0.8861	0	0	437
	Total	2,03,47,276	77.1642	60,21,520	22.8358	2,07,304
Item No. 9 of the Notice (As an Ordinary Resolution)	Remote e-Voting	1,03,72,753	97.6684	19,227	0.1811	1,59,53,539
	Poll	2,28,382	2.1504	20	0.0001	5689
	Total	1,06,01,135	99.8188	19,247	0.1812	1,59,59,228
Item No. 10 of the Notice (As a Special Resolution)	Remote e-Voting	2,63,38,002	99.1185	561	0.0021	6,956
	Poll	2,33,652	0.8793	0	0	439
	Total	2,65,71,654	99.9979	561	0.0021	7,395



All the Resolutions stands passed under e-voting and poll with the requisite majority.

Thanking you,
Yours Faithfully

For Mehta & Mehta
Company Secretaries
(ICSI Unique code P1996MH007500)


Dipti Mehta
Partner
FCS No.: 3667
C.P. No.: 3202



Date : July 17, 2015
Place : Mumbai

Mehta & Mehta

COMPANY SECRETARIES

NAVJIVAN SOCIETY BLDG. NO. 3, 12TH FLOOR, OFFICE No. 9, LAMINGTON ROAD, MUMBAI - 400 008.
TEL. : 022-6611 9696 □ E-mail : dipti@mehta-mehta.com □ Website : www.mehta-mehta.com

AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT

FORM No. MGT-13 Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
15th Annual General Meeting of the Equity Shareholders of eClerx Services Limited ("the Company") held on Friday, July 17, 2015 at 10.15 a.m. at Walchand Hirachand Hall, Indian Merchants' Chamber, LNM IMC Building, Churchgate, Mumbai 400 020

Dear Sir,

I, Dipti Mehta, Partner, Mehta & Mehta, Practicing Company Secretaries, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 15th Annual General Meeting of the Equity Shareholders of eClerx Services held on Friday, July 17, 2015 at 10.15 a.m. at Walchand Hirachand Hall, Indian Merchants' Chamber, LNM IMC Building, Churchgate, Mumbai 400 020, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

OR

~~I did not find any poll papers invalid.~~

4. The result of the Poll is as under:



Item No 1: Ordinary Business - Ordinary Resolution

To receive, consider, approve and adopt:

- a. The Audited Financial Statements of the Company for the Financial Year ended March 31, 2015, 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, 2015, together with the Reports of the Auditors thereon;

	Number of members present and voting (in person or proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	19	2,33,654	100.0000
(ii) Voted against the resolution	0	0	0.0000
	Number of members present and voting (in person or proxy)	Total number of votes cast by them	
(iii) Invalid votes	2	437	

Item No 2: Ordinary Business - Ordinary Resolution

To declare dividend for the year ended March 31, 2015 amounting to Rs. 35/- per share.

	Number of members present and voting (in person or proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	19	2,33,654	100.0000
(ii) Voted against the resolution	0	0	0.0000
	Number of members present and voting (in person or proxy)	Total number of votes cast by them	
(iii) Invalid votes	2	437	



Item No 3: Ordinary Business - Ordinary Resolution

To appoint a Director in place of V. K. Mundhra, [DIN:00282180] who retires by rotation and being eligible, offers himself for re-appointment.

	Number of members present and voting (in person or proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	19	2,33,654	100.0000
(ii) Voted against the resolution	0	0	0.0000
	Number of members present and voting (in person or proxy)	Total number of votes cast by them	
(iii) Invalid votes	2	437	

Item No 4: Ordinary Business-Ordinary Resolution

To ratify the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Mumbai as Statutory Auditors of the Company and to fix their remuneration, and to pass the following resolution as an Ordinary Resolution:

	Number of members present and voting (in person or proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	19	2,33,654	100.0000
(ii) Voted against the resolution	0	0	0.0000
	Number of members present and voting (in person or proxy)	Total number of votes cast by them	
(iii) Invalid votes	2	437	

Item No 5: Special Business-Special Resolution

To institute Employee Stock Scheme/Plan 2015 for the Employees of the Company



	Number of members present and voting (in person or proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	18	2,33,652	100.0000
(ii) Voted against the resolution	0	0	0.0000
	Number of members present and voting (in person or proxy)	Total number of votes cast by them	
(iii) Invalid votes	3	439	

Item No 6: Special Business-Special Resolution

To institute Employee Stock Scheme/Plan 2015 for the Employees of subsidiary(ies) of the Company

	Number of members present and voting (in person or proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	18	2,33,652	100.0000
(ii) Voted against the resolution	0	0	0.0000
	Number of members present and voting (in person or proxy)	Total number of votes cast by them	
(iii) Invalid votes	3	439	

Item No 7: Special Business-Special Resolution

To approve incorporating Employee Welfare Trust(s) mechanism within Employee Stock Scheme/Plan 2015 to enable secondary market transactions.

	Number of members present and voting (in person or proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	18	2,33,652	100.0000



(ii) Voted against the resolution	0	0	0.0000
	Number of members present and voting (in person or proxy)	Total number of votes cast by them	
(iii) Invalid votes	3	439	

Item No 8: Special Business-Special Resolution

To set up and authorise Employee Welfare Trust(s) for acquisition of shares of the Company through secondary market

	Number of members present and voting (in person or proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	19	2,33,654	100.0000
(ii) Voted against the resolution	0	0	0.0000
	Number of members present and voting (in person or proxy)	Total number of votes cast by them	
(iii) Invalid votes	2	437	

Item No 9: Special Business-Ordinary Resolution

To approve Related Party Transaction(s)

	Number of members present and voting (in person or proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	16	2,28,382	99.9912
(ii) Voted against the resolution	1	20	0.0088
	Number of members present and voting (in person or proxy)	Total number of votes cast by them	
(iii) Invalid votes	4	5,689	



Item No 10: Special Business-Special Resolution

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

	Number of members present and voting (in person or proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	18	2,33,652	100.0000
(ii) Voted against the resolution	0	0	0.0000
	Number of members present and voting (in person or proxy)	Total number of votes cast by them	
(iii) Invalid votes	3	439	

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,
Yours Faithfully

For Mehta & Mehta
Company Secretaries
(ICSI Unique code P1996MH007500)

Dipti Mehta
Partner
FCS No. : 3667
C.P. No. : 3202



Date : July 17, 2015
Place : Mumbai