

August 22, 2017

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 17th Annual General Meeting of the Company inter-alia pursuant to Clause 44 of the Listing Regulations

**Stock Code: BSE - 532927
NSE - ECLERX**

Pursuant to Clause 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find appended below, the requisite details in respect of voting on the resolution(s) by the shareholders for the 17th Annual General Meeting of the Company held on Tuesday, August 22, 2017 at 10:15 a.m. at Walchand Hirachand Hall, Indian Merchants' Chamber, LNM IMC Building, Churchgate, Mumbai - 400 020.

Further, pursuant to Rule 20(4) of the Companies (Management and Administration) Rule, 2014, as amended, the consolidated Scrutinizer's Report on the remote e-voting and voting through Poll is also enclosed.

Date of AGM:	Tuesday, August 22, 2017
Total number of shareholders as on Book Closure (August 16 to August 22, 2017)	19,960
No. of shareholders present in meeting either in person or proxy	
Promoters and Promoter Group:	3
Public	46
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Nil
Public	Nil



eClerx

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

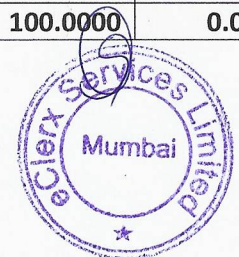
Agenda- wise disclosure - Incase of E-voting and Poll

Resolution No. 1 –

To receive, consider, approve and adopt:

- The Audited Financial Statements of the Company for the financial year ended March 31, 2017, 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, 2017, together with the Reports of the Auditors thereon.

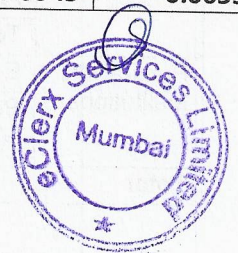
Resolution required								Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?								No
Category	Mode of Voting	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% 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	E-voting	20,004,257	20,004,257	100.0000	20,004,257	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		20,004,257	100.0000	20,004,257	0	100.0000	0.0000
Public – Institutions	E-voting	16,976,469	13,173,992	77.6015	13,173,992	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		13,173,992	77.6015	13,173,992	0	100.0000	0.0000
Public-Non Institutions	E-voting	2,892,972	282,188	9.7543	282,188	0	100.0000	0.0000
	Poll		81,215	2.8073	81,214	1	99.9987	0.0012
	Total		363,403	12.5616	363,402	1	99.9997	0.0003
Total		39,873,698	33,541,652	84.1197	33,541,651	1	100.0000	0.0000



Resolution No. 2 –

To declare dividend for the year ended March 31, 2017 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	E-voting	20,004,257	20,004,257	100.0000	20,004,257	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		20,004,257	100.0000	20,004,257	0	100.0000	0.0000
Public – Institutions	E-voting	16,976,469	13,173,992	77.6015	13,173,992	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		13,173,992	77.6015	13,173,992	0	100.0000	0.0000
Public-Non Institutions	E-voting	2,892,972	282,188	9.7543	282,178	10	99.9964	0.0035
	Poll		81,215	2.8073	79,371	1,844	97.7294	2.2705
	Total		363,403	12.5616	361,549	1,854	99.4898	0.5102
Total		39,873,698	33,541,652	84.1197	33,539,798	1,854	99.9945	0.0055



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

Resolution No. 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

Resolution required								Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?								Yes (V. K. Mundhra)
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	E-voting	20,004,257	19,962,280	99.7902	19,962,280	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		19,962,280	99.7902	19,962,280	0	100.0000	0.0000
Public – Institutions	E-voting	16,976,469	13,173,992	77.6015	13,118,000	55,992	99.5749	0.4250
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		13,173,992	77.6015	13,118,000	55,992	99.5750	0.4250
Public-Non Institutions	E-voting	2,892,972	282,188	9.7543	282,084	104	99.9631	0.0368
	Poll		81,215	2.8073	81,214	1	99.9987	0.0012
	Total		363,403	12.5616	363,298	105	99.9711	0.0289
Total		39,873,698	33,499,675	84.0145	33,443,578	56,097	99.8325	0.1675



Resolution No. 4: To ratify the appointment of M/s. S. R. Battliboi & Associates LLP, Chartered Accountants, Mumbai as Statutory Auditors of the Company and to fix their remuneration.

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	E-voting	20004,257	20,004,257	100.0000	20,004,257	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		20,004,257	100.0000	20,004,257	0	100.0000	0.0000
Public – Institutions	E-voting	16,976,469	13,170,892	77.5832	13,119,512	51380	99.6098	0.3901
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		13,170,892	77.5832	13,119,512	51380	99.6099	0.3901
Public-Non Institutions	E-voting	2,892,972	282,188	9.7543	282,188	0	100.0000	0.0000
	Poll		81,215	2.8073	81,214	1	99.9987	0.0012
	Total		363,403	12.5616	363,402	1	99.9997	0.0003
Total		39,873,698	33,538,552	84.1120	33,487,171	51381	99.8468	0.1532



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Resolution No. 5: To appoint Shailesh Kekre, [DIN: 07679583], as a Director in the capacity of Non-Executive Independent Director

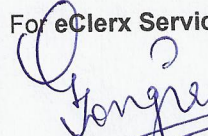
Resolution required								Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?								No
Category	Mode of Voting	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% 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	E-voting	20,004,257	20,004,257	100.0000	20,004,257	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		20,004,257	100.0000	20,004,257	0	100.0000	0.0000
Public – Institutions	E-voting	16,976,469	13,173,992	77.6015	13,173,992	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		13,173,992	77.6015	13,173,992	0	100.0000	0.0000
Public-Non Institutions	E-voting	2,892,972	282,178	9.7539	282,153	25	99.9911	0.0088
	Poll		81,215	2.8073	81,214	1	99.9987	0.0012
	Total		363,393	12.5612	363,367	26	99.9928	0.0072
Total		39,873,698	33,541,642	84.1197	33,541,616	26	99.9999	0.0001

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.: 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-mehta.com • Visit us : www.mehta-mehta.com

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Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and
Rule 20 of the Companies (Management and Administration) Rules, 2014]

The Chairman
eClerx Services. Limited

17th Annual General Meeting of the Members of eClerx Services Limited held on
Tuesday, August 22, 2017 at Walchand Hirachand Hall, Indian Merchants' Chambers
LNM IMC Building, Churchgate, Mumbai - 400 020

Dear Sir,

I, Dipti Mehta, Practicing Company Secretary and Partner, M/s. Mehta & Mehta Company Secretaries, appointed by the Board of Directors of eClerx Services Limited ("the Company") to act as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the process of remote e-voting and Voting through ballot papers at the 17th Annual General Meeting ("AGM") of the Company in respect of the Resolutions as set out in the Notice convening the AGM, do hereby submit my report as follows:

1. The Resolutions were transacted through the process of remote e-voting and Voting at the venue of the AGM through ballot papers. For the purpose of remote e-voting, the Company had engaged the services of Karvy Computershare Private Limited ("Karvy").
2. Voting rights were reckoned on the paid-up value of shares registered in the name of the Members as on Tuesday, August 15, 2017 (cut-off date).
3. The period for remote e-voting commenced on Friday, August 18, 2017 at 09.00 A.M. (IST) and ended on Monday August 21, 2017 at 05.00 P.M. (IST). Remote e-voting was blocked by Karvy at 05:00 P.M. (IST) on August 21, 2017.
4. The facility for voting through ballot paper was made available at the AGM venue for the Members attending the Meeting and who did not cast their vote through remote e-voting. The ballot box kept at the AGM venue for this purpose was locked in my presence.
5. After the conclusion of voting at the AGM venue, the locked ballot box was opened and the ballot papers were diligently scrutinized.
6. The ballot papers were thereafter reconciled with the records maintained by the Company and the authorizations lodged with the Company. The ballot papers which



were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

7. Further, the votes cast through remote e-voting were unblocked in the presence of two witnesses Ms. Kiran Goklani and Mr. Jigar Makwana neither of whom are in the employment of the Company. The report on votes cast through remote e-voting was generated from Karvy's e-voting website <https://evoting.karvy.com>.
8. The consolidated results of remote e-voting and Voting through ballot papers at the AGM are enclosed as an Annexure to this report.

Thanking you,
For **Mehta & Mehta**
Company Secretaries



Dipti Mehta
Scrutinizer

FCS No: 3667

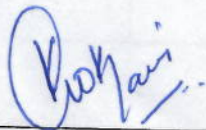
CP No: 3202

Place: Mumbai

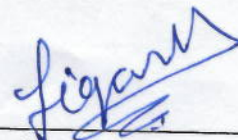
Date: August 22, 2017

Enclosed: Annexure

We the undersigned have witnessed that the votes cast through remote e-voting were unblocked from karvy's e-voting website <https://evoting.karvy.com> in our presence on Tuesday, August 22, 2017.

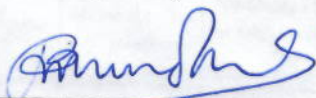


Name : Ms Kiran Goklani
Address : B-203, Laxmi Palace,
Koldongri, Andheri East,
Mumbai- 400053.



Name : Mr Jigar Makwana
Address : JSS Road, Dhan Bhavan No 1,
1st Floor, Room No-14,
Chirabazar, Marine Lines,
Mumbai-400002.

Countersigned by



Chairman / Director authorized by the Board
eClerx Services Limited

Item No. 1: Ordinary Resolution

To receive, consider, approve and adopt:

- a) The Audited Financial Statement of the Company for the Financial Year ended March 31, 2017, together with the Reports of the Board of Directors and the Auditors thereon;
- b) The Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2017, together with the Reports of the Auditors thereon.

Particulars	Remote e-voting		Voting through ballot papers at 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	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	134	33,460,437	21	81214	155	33,541,651	100.0000%
Votes against the resolution	-	-	1	1	1	1	0.0000%
Invalid votes/Abstained	-	-	-	-	-	-	-

Item No. 2: Ordinary Resolution

To declare dividend for the year ended March 31, 2017 amounting to Re. 1/- per share.

Particulars	Remote e-voting		Voting through ballot papers at 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	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	133	33,460,427	20	79371	153	33,539,798	99.9945%
Votes against the resolution	1	10	2	1844	3	1,854	0.5527%
Invalid votes/Abstained	-	-	-	-	-	-	-

Item No. 3: Ordinary Resolution

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

Particulars	Remote e-voting		Voting through ballot papers at 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	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	125	33,362,364	21	81214	146	33,443,578	99.8325%
Votes against the resolution	8	56096	1	1	9	56,097	0.1675%
Invalid votes/Abstained	1	41977	-	-	-	41,977	-



Item 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 authorise the Board of Directors (including Audit Committee) to fix their remuneration.

Particulars	Remote e-voting		Voting through ballot papers at 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	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	130	33405957	21	81214	151	33,487,171	99.8468%
Votes against the resolution	3	51380	1	1	4	51,381	0.1532%
Invalid votes/Abstained	1	3100	-	-	1	3,100	-

Item No. 5: Ordinary Resolution

To appoint Mr. Shailesh Kekre, [DIN: 07679583] as a Director in the capacity of Non-Executive Independent Director

Particulars	Remote e-voting		Voting through ballot papers at 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	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	132	33460402	21	81214	153	33,541,616	99.9999%
Votes against the resolution	1	25	1	1	2	26	0.0001%
Invalid votes/Abstained	1	10	-	-	1	10	-

