

January 23, 2018

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

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

Dear Sirs,

Sub: Declaration of result of voting/e-voting of Postal Ballot and disclosure pursuant to Regulation 44(3) of the of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations")

Stock Code: BSE - 532927
NSE - ECLERX

This is to inform you that, pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, approval of Members of the Company, was sought for buyback of shares, by means of Postal Ballot vide Notice dated December 22, 2017.

Based on the Scrutinizer's report dated January 23, 2018, the brief details/information of Postal Ballot outcome are as follows:

Date of Outcome of Postal Ballot:	Tuesday, January 23, 2018
Total number of shareholders as on record date (December 15, 2017)	19,022

No. of shareholders present in meeting either in person or proxy	Not Applicable
Promoters and Promoter Group:	Not Applicable
Public	Not Applicable

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

Agenda-wise Details:

1. Approval for Buyback of Equity Shares

Resolution required:	Special Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?	No



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

Promoter/ Public	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstandin g 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]*10 0	% of votes again st on votes Polled (7) = [5/2]*1 00
Promoter and Promoter Group	E-voting	20,004,257	20,004,257	100.0000	20,004,257	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0	0	0	0	0.00
	Total		20,004,257	20,004,257	100.0000	2,000,4257	0	100.00
Public Institution al Holders	E-voting	16,524,406	14,187,331	85.8568	14,187,331	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0.0000	0	0	0.00	0.00
	Total		16,524,406	14,187,331	85.8568	14,187,331	0	100.00
Public Non- Institutions	E-voting	3,390,419	444,297	13.1045	444,226	71	99.9840	0.0159
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		3,985	0.1175	3,982	3	99.9247	0.0752
	Total		3,390,419	448,282	13.222	448,208	74	100
Total		39,919,082	34,639,870	86.7752	34,639,796	74	99.9998	0.0002

Accordingly the above resolution(s) has been passed with the requisite majority by the members of the Company. A copy of the Scrutinizers' report is attached for your kind information and records. Please take the same on record and bring it to the notice of your constituents.

Thanking you,

Yours faithfully,

For **eClerx Services Limited**

Rohitash Gupta
Chief Financial Officer



CS. SAVITA JYOTI, B.Com., F.C.S.

SCRUTINISER'S REPORT

The Chairman

eClerx Services Limited
Sonawala Building, 1st Floor
29 Bank Street, Fort,
Mumbai, 400 023, INDIA

Scrutinizers report on postal ballot voting including voting by electronic means in respect of passing resolution contained in the Notice dated December 22, 2017 through postal ballot.

Dear Sir,

The Board of Directors of the Company has appointed me as a Scrutinizer for conducting the postal ballot voting process including electronic means in respect of the passing of the resolution contained in the Notice dated December 22, 2017 through postal ballot.

The management of the company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the rules made there under and (ii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, relating to postal ballot voting including voting by electronic means. My responsibility as a Scrutinizer is restricted to making a Scrutinizers report of the votes cast by the members for the resolution contained in the Notice dated December 22, 2017, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited (Karvy), the authorised agency engaged by the Company to provide e-voting facilities for e-voting and scrutiny of postal ballot received till the time fixed for closing of the voting process i.e. till 5.00 p.m. IST on Monday, January 22, 2018.

I submit my report as under:

1. The Company had completed the dispatch of postal ballot notice along with postage prepaid business reply envelope on December 23, 2017, to its Members whose name(s) appeared on the Register of members / list of beneficial owners, received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited as on Friday, December 15, 2017.
2. Particulars of all postal ballot forms received from the Members including electronic votes had been entered in a register separately maintained for the purpose.
3. The physical postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
4. The votes, if any, cast by a Member(s) both in physical and electronically having been identified and in terms of the said Notice, votes cast through electronic were considered valid.
5. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company.
6. All postal ballot forms including electronic votes received up to the close of working hours on Monday, January 22, 2018 till 5.00 p.m. IST, the last date and time fixed by the Company for receipt of the forms/electronic votes, were considered for my scrutiny.
7. Envelopes containing postal ballot forms received after 5.00 p.m. IST on Monday, January 22, 2018 were not considered for my scrutiny.

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com., F.C.S.

8. Envelopes containing postal ballot forms returned undelivered were also not opened and they are separately kept.

The details of voting are as under:

Resolution No. 1 – Approval for Buyback of Equity Shares

The total 201 ballots were received out of which:

E-Voting – 156

Physical ballot – 45

Promoter/ Public	Mode of Voting	No. of Shares Held (1)	No. of 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	20004257	20004257	100.0000	20004257	0	100.0000	0
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0	0	0	0	0
	Total		20004257	20004257	100.0000	20004257	0	100.0000
Public Institutional Holders	E-voting	16524406	14187331	85.8568	14187331	0	100.0000	0.0000
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000
	Total		16524406	14187331	85.8568	14187331	0	100.0000
Public Non- Institutions	E-voting*	3390419	444297	13.1045	444226	71	99.9840	0.0159
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		3985	0.1175	3982	3	99.9247	0.0752
	Total		3390419	448282	13.222	448208	74	100
Total		39919082	34639870	86.7752	34639796	74	99.9998	0.0002

* There was a difference of 50 votes as per e-voting results. Of these 50, 25 had abstained from voting and 25 had less voted.

As per the terms of the Companies Act, 2013, the postal ballot forms and the related papers / registers and records shall be under the safe custody of the scrutinizer till the Chairman considers, approves and signs the minutes and thereafter, the scrutinizer shall return the ballot papers and other related papers or register to the Company who shall preserve such ballot papers and other related papers or register safely.

You may accordingly declare the results of voting by postal ballot and e-voting.

Thanking you,

Yours faithfully,
for **SAVITA JYOTI ASSOCIATES**
Company Secretaries

Savita Jyoti

C.S. SAVITA JYOTI
Scrutinizer

SAVITA JYOTI, FCS 3736
Practicing Company Secretary
Certificate of Practice No. 1796

For ECLERX SERVICES LTD

[Signature]
Authorized Signatory

Date: 23.01.2018