

eClerx/SECD/SE/2018/167

October 26, 2018

BSE Limited Corporate Relationship Department, Phiroze Jeejeebhoy Towers, 25 th Floor, Dalal Street, Fort, Mumbai - 400 001	National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, Block G, Bandra - Kurla Complex Bandra (East), Mumbai – 400 051
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Dear Sir/Madam,

Reg: Submission of revised Consolidated Report of Scrutinizer and results of voting conducted through Postal Ballot and voting through electronic means

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

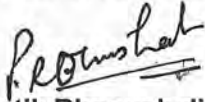
With reference to our letter number eClerx/SECD/SE/2018/166 dated October 26, 2018, kindly note that we have received revised Scrutinizer's Report from the Scrutinizer viz. Ms. Savita Jyoti of M/s. Savita Jyoti Associates after correcting an inadvertent error.

Accordingly, please find enclosed the revised Consolidated Report of Scrutinizer and results of voting conducted through Postal Ballot and voting through electronic means.

Kindly take the same on records.

Thanking you,

Yours truly,
For **eClerx Services Limited**



Pratik Bhanushali
Company Secretary & Compliance Officer
F8538



Encl.: as above

Date of declaration of Postal Ballot Result	October 26, 2018
Total number of shareholders as on record date (i.e. September 14, 2018)	28,929
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoter and Promoter Group	
Public	
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoter and Promoter Group	
Public	

Agenda-wise disclosure:**Resolution No. 1****Amendment of the Employee Stock Scheme/Plan 2015**

Resolution required : Ordinary/Special						Special Resolution		
Whether promoter/promoter group are interested in the agenda/resolution?						No		
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on out-standing share	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes in against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	19561692	19561692	100.0000	19561692	0	100.0000	0.00
	Postal Ballot		0	0	0	0	0	0.00
	Total		19561692	100.0000	19561692	0	100.0000	0.00
Public - Institutions	E-voting	15874994	14328333	90.2572	7864144	6464189	54.8852	45.1147
	Postal Ballot		0	0	0	0	0	0.00
	Total		14328333	90.2572	7864144	6464189	54.8852	45.1147
Public Non-Institutions	E-voting	3248734	69201	2.1301	68394	807	98.8338	1.1661
	Postal Ballot		25434	0.7829	25434	0	100.0000	0.0000
	Total		94635	2.913	93828	807	99.1472	1.1661
Total		38685420	33984660	87.8488	27519664	6464996	80.9767	19.0233



Resolution No. 2

Re-appointment of Mr. Pradeep Kapoor (DIN: 00053199) as Non- Executive Independent Director – Chairman of the Company

Resolution required : Ordinary/Special						Special Resolution		
Whether promoter/promoter group are interested in the agenda/resolution?						No		
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on out-standing share	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes in against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	19561692	19561692	100.0000	19561692	0	100.0000	0.00
	Postal Ballot		0	0	0	0	0	0.00
	Total		19561692	100.0000	19561692	0	100.0000	0.00
Public - Institutions	E-voting	15874994	14328333	90.2572	12531801	1796532	87.4616	12.5383
	Postal Ballot		0	0	0	0	0	0.00
	Total		14328333	90.2572	12531801	1796532	87.4616	12.5383
Public Non-Institutions	E-voting	3248734	69201	2.1301	69006	195	99.7182	0.2817
	Postal Ballot		25434	0.7829	25434	0	100.0000	0.0000
	Total		94635	2.9130	94440	195	99.794	0.2817
Total		38685420	33984660	87.8488	32187933	1796727	94.7131	5.2869



Resolution No. 3

Re-appointment of Mr. Anish Ghoshal (DIN: 00276807) as Non- Executive Independent Director of the Company

Resolution required : Ordinary/Special						Special Resolution		
Whether promoter/promoter group are interested in the agenda/resolution?						No		
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding share	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes in against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	19561692	19561692	100.0000	19561692	0	100.0000	0.0000
	Postal Ballot		0	0	0	0	0	0.00
	Total		19561692	100.0000	19561692	0	100.0000	0.0000
Public - Institutions	E-voting	15874994	14328333	90.2572	12530778	1797555	87.4616	12.5383
	Postal Ballot		0	0	0	0	0	0.00
	Total		14328333	90.2572	12530778	1797555	87.4616	12.5383
Public Non-Institutions	E-voting	3248734	69127	2.1278	68857	270	99.6094	0.3905
	Postal Ballot		25434	0.7829	25434	0	100.0000	0.0000
	Total		94561	2.9107	94291	270	99.714	0.3905
Total		38685420	33984586	87.8486	32186761	1797825	94.7099	5.2901



Resolution No. 4

Re-appointment of Mr. Biren Gabhawala (DIN: 03091772) as Non- Executive Independent Director of the Company

Resolution required : Ordinary/Special						Special Resolution		
Whether promoter/promoter group are interested in the agenda/resolution?						No		
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on out-standing share	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes in against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	19561692	19561692	100.0000	19561692	0	100.0000	0.0000
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000
	Total		19561692	100.0000	19561692	0	100.0000	0.0000
Public - Institutions	E-voting	15874994	14328333	90.2572	14312029	16304	99.8862	0.1137
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000
	Total		14328333	90.2572	14312029	16304	99.8862	0.1137
Public Non-Institutions	E-voting	3248734	62896	1.9360	62601	295	99.5309	0.4690
	Postal Ballot		25434	0.7829	25434	0	100.0000	0.0000
	Total		88330	2.7189	88035	295	99.6660	0.4690
Total		38685420	33978355	87.8325	33961756	16599	99.9511	0.0489



Resolution No. 5

Re-appointment of Mr. Alok Goyal (DIN: 05255419) as Non-Executive Independent Director of the Company

Resolution required : Ordinary/Special						Special Resolution		
Whether promoter/promoter group are interested in the agenda/resolution?						No		
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding share	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes in against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	19561692	19561692	100.0000	19561692	0	100.0000	0.0000
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000
	Total		19561692	100.0000	19561692	0	100.0000	0.0000
Public - Institutions	E-voting	15874994	14328333	90.2572	5155879	9172454	35.9838	64.0161
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000
	Total		14328333	90.2572	5155879	9172454	35.9838	64.0161
Public Non-Institutions	E-voting	3248734	69201	2.1301	68906	295	99.5737	0.4262
	Postal Ballot		25434	0.7829	25434	0	100.0000	0.0000
	Total		94635	2.9130	94340	295	99.6882	0.4262
Total		38685420	33984660	87.8488	24811911	9172749	73.0091	26.9909



Resolution No. 6

Re-appointment of Ms. Deepa Kapoor (DIN: 06828033) as Non- Executive Independent Director of the Company

Resolution required : Ordinary/Special						Special Resolution		
Whether promoter/promoter group are interested in the agenda/resolution?						No		
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on out-standing share	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes in against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	19561692	19561692	100.0000	19561692	0	100.0000	0.0000
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000
	Total		19561692	100.0000	19561692	0	100.0000	0.0000
Public - Institutions	E-voting	15874994	14328333	90.2572	14328333	0	100.0000	0.0000
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000
	Total		14328333	90.2572	14328333	0	100.0000	0.0000
Public Non-Institutions	E-voting	3248734	69127	2.1278	68857	270	99.6094	0.3905
	Postal Ballot		25434	0.7829	25434	0	100.0000	0.0000
	Total		94561	2.9107	94291	270	99.7144	0.3905
Total		38685420	33984586	87.8486	33984316	270	99.9992	0.0008



SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

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

Scrutiniser's Report – Consolidated

To,

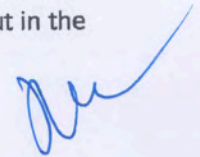
The Chairman
eClerx Services Limited
Sonawala Building, 1st Floor,
29, Bank Street, Fort,
Mumbai – 400 023

Sub. : Consolidated Report of Scrutiniser on the results of voting conducted through Postal Ballot and voting through Electronic Means.

Dear Sir,

1. I, Savita Jyoti, M/s. Savita Jyoti Associates, Practicing Company Secretary, was appointed as the Scrutiniser by the Board of Directors of eClerx Services Limited ("the Company"), pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 to scrutinise the votes cast electronically ("Remote E-voting") as well as through Postal Ballot on the item of business set out in the Notice of Postal Ballot dated September 18, 2018 in a fair and transparent manner.
2. In compliance with the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108 and 110 of the Companies Act 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, the Company had provided Remote E-voting facility to cast vote on the resolution through the electronic voting platform of Karvy Computershare Private Limited ("Karvy").
3. The Postal Ballot Notice and the Forms along with postage prepaid Business Reply Envelope were dispatched to 6,244 members through courier on 24th September, 2018 and were sent electronically to 22685 members to their email addresses registered with the Depository Participants/ Registrar and Transfer Agent as on the cut-off date being Friday, September 14, 2018
4. In terms of Regulation 47 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company in English Newspaper "Business Standard" and Marathi Newspaper "Sakal" both dated September 25, 2018, informing about the completion of dispatch of Postal Ballot Notice and Forms and details of Remote E-voting.
5. The Remote E-voting period remained open from Wednesday, September 26, 2018 at 9:00 a.m. (IST) and ended at 5:00 p.m. (IST) on Thursday, October 25, 2018. During the period, members of the Company holding share in physical and/or in dematerialised form, as on cut-off date i.e. Friday, September 14, 2018 were entitled to vote on the resolution set out in the Notice of Postal Ballot dated September 18, 2018.

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6. The e-voting module of Karvy was disabled on Thursday, October 25, 2018 at 5.00 p.m. (IST) and unblocked thereafter by me in presence of Ms Sonam and Ms Vibha, not in employment of the Company as prescribed under Rule 20 of the Companies (Management and Administration) Rules, 2014.
7. The Postal Ballot Forms were kept under my safe custody before commencing the scrutiny of such Postal Ballot Forms.
8. The Postal Ballot Forms received upto 5.00 p.m. (IST) on Thursday, October 25, 2018 were considered valid for scrutiny. The Postal Ballot Forms which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
9. The summary of votes cast by Remote E-voting and by Postal Ballot Forms is given below :

SPECIAL BUSINESS:

Resolution No. 1:

Amendment of the Employee Stock Scheme / Plan 2015

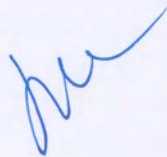
Resolution required : Ordinary/Special						Special Resolution		
Whether promoter/promoter group are interested in the agenda/resolution?						No		
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding share	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes in against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	19561692	19561692	100.0000	19561692	0	100.0000	0.00
	Postal Ballot		0	0	0	0	0	0.00
	Total		19561692	100.0000	19561692	0	100.0000	0.00
Public - Institutions	E-voting	15874994	14328333	90.2572	7864144	6464189	54.8852	45.1147
	Postal Ballot		0	0	0	0	0	0.00
	Total		14328333	90.2572	7864144	6464189	54.8852	45.1147
Public Non-Institutions	E-voting	3248734	69201	2.1301	68394	807	98.8338	1.1661
	Postal Ballot		25434	0.7829	25434	0	100.0000	0.0000
	Total		94635	2.913	93828	807	99.1472	1.1661
Total		38685420	33984660	87.8488	27519664	6464996	80.9767	19.0233

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Resolution No. 2:

Re-appointment of Mr. Pradeep Kapoor (DIN: 00053199) as Non- Executive Independent Director – Chairman of the Company

Resolution required : Ordinary/Special						Special Resolution		
Whether promoter/promoter group are interested in the agenda/resolution?						No		
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding share	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes in against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	19561692	19561692	100.0000	19561692	0	100.0000	0.00
	Postal Ballot		0	0	0	0	0	0.00
	Total		19561692	100.0000	19561692	0	100.0000	0.00
Public - Institutions	E-voting	15874994	14328333	90.2572	12531801	1796532	87.4616	12.5383
	Postal Ballot		0	0	0	0	0	0.00
	Total		14328333	90.2572	12531801	1796532	87.4616	12.5383
Public Non-Institutions	E-voting	3248734	69201	2.1301	69006	195	99.7182	0.2817
	Postal Ballot		25434	0.7829	25434	0	100.0000	0.0000
	Total		94635	2.9130	94440	195	99.794	0.2817
Total		38685420	33984660	87.8488	32187933	1796727	94.7131	5.2869

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Resolution No. 3: Special Resolution

Re-appointment of Mr. Anish Ghoshal (DIN: 00276807), as Non- Executive Independent Director of the Company

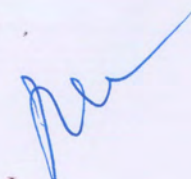
Resolution required : Ordinary/Special						Special Resolution		
Whether promoter/promoter group are interested in the agenda/resolution?						YES		
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on out-standing share	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes in against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	19561692	19561692	100.0000	19561692	0	100.0000	0.0000
	Postal Ballot		0	0	0	0	0	0.00
	Total		19561692	100.0000	19561692	0	100.0000	0.0000
Public - Institutions	E-voting	15874994	14328333	90.2572	12530778	1797555	87.4545	12.5454
	Postal Ballot		0	0	0	0	0	0.00
	Total		14328333	90.2572	12530778	1797555	87.4545	12.5454
Public Non-Institutions	E-voting	3248734	69127	2.1278	68857	270	99.6094	0.3905
	Postal Ballot		25434	0.7829	25434	0	100.0000	0.0000
	Total		94561	2.9107	94291	270	99.714	0.3905
Total		38685420	33984586	87.8486	32186761	1797825	94.7099	5.2901

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Resolution No. 4:

Re-appointment of Mr. Biren Gabhawala (DIN: 03091772) as Non- Executive Independent Director of the Company


Resolution required : Ordinary/Special						Special Resolution		
Whether promoter/promoter group are interested in the agenda/resolution?						No		
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on out-standing share	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes in against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	19561692	19561692	100.0000	19561692	0	100.0000	0.0000
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000
	Total		19561692	100.0000	19561692	0	100.0000	0.0000
Public Institutions -	E-voting	15874994	14328333	90.2572	14312029	16304	99.8862	0.1137
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000
	Total		14328333	90.2572	14312029	16304	99.8862	0.1137
Public Non-Institutions	E-voting	3248734	62896	1.9360	62601	295	99.5309	0.4690
	Postal Ballot		25434	0.7829	25434	0	100.0000	0.0000
	Total		88330	2.7189	88035	295	99.6660	0.4690
Total		38685420	33978355	87.8325	33961756	16599	99.9511	0.0489

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Resolution No. 5:

Re-appointment of Mr. Alok Goyal (DIN: 05255419) as Non-Executive Independent Director of the Company

Resolution required : Ordinary/Special						Special Resolution		
Whether promoter/promoter group are interested in the agenda/resolution?						No		
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding share	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes in against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	19561692	19561692	100.0000	19561692	0	100.0000	0.0000
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000
	Total		19561692	100.0000	19561692	0	100.0000	0.0000
Public Institutions	E-voting	15874994	14328333	90.2572	5155879	9172454	35.9838	64.0161
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000
	Total		14328333	90.2572	5155879	9172454	35.9838	64.0161
Public Non-Institutions	E-	3248734	69201	2.13	68906	295	99.57	0.4262
	Postal Ballot		25434	0.78	25434	0	100.0	0.0000
	Total		94635	2.9130	94340	295	99.6882	0.4262
Total		38685420	33984660	87.8488	24811911	9172749	73.0091	26.9909

AJ



Resolution No. 6:

Re-appointment of Ms. Deepa Kapoor (DIN: 06828033) as Non- Executive Independent Director of the Company

Resolution required : Ordinary/Special						Special Resolution		
Whether promoter/promoter group are interested in the agenda/resolution?						No		
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on out-standing share	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes in against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	19561692	19561692	100.0000	19561692	0	100.0000	0.0000
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000
	Total		19561692	100.0000	19561692	0	100.0000	0.0000
Public Institutions	E-voting	15874994	14328333	90.2572	14328333	0	100.0000	0.0000
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000
	Total		14328333	90.2572	14328333	0	100.0000	0.0000
Public Non-Institutions	E-voting	3248734	69127	2.1278	68857	270	99.6094	0.3905
	Postal Ballot		25434	0.7829	25434	0	100.0000	0.0000
	Total		94561	2.9107	94291	270	99.7144	0.3905
Total		38685420	33984586	87.8486	33984316	270	99.9992	0.0008

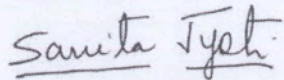
10. Register of Postal Ballot and all other relevant records of voting process given/provided/maintained in electronic mode and the Postal Ballots Forms will remain in my custody until the Chairman/Managing Director/Company Secretary considers, approves and signs the Minutes of the Postal Ballot and the same shall be handed over thereafter to the Chairman/Managing Director/Company Secretary.

11. As the number of votes cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolutions as set forth in Item Nos. 1,2, 3,4 and 6 of the Postal Ballot Notice dated September 18, 2018 have been passed by the members with requisite majority. The Resolutions are deemed as passed on the last date for receipt of duly completed Postal Ballot Form of Remote E-voting i.e. Thursday, September 25, 2018.

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12. However, for the resolution as set forth in Item No. 5 of the Postal Ballot Notice dated September 18, 2018, the votes cast in favour is less than three times the number of votes cast against and accordingly, the resolution is not passed by the shareholders with requisite majority.
13. The Chairman of the Company can declare and confirm the above results of Postal Ballot and the same can be communicated to BSE Limited and National Stock Exchange of India Limited where the Company's shares are listed and also be displayed on the Company's website www.eclerx.com

Thanking you,
Yours faithfully,

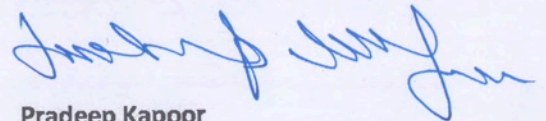


CS SAVITA JYOTI (Scrutiniser)
SAVITA JYOTI ASSOCIATES
Practicing Company Secretary
Membership No.3738; CP No. 1796

Place: Hyderabad
Date: October 26, 2018

SAVITA JYOTI, FCS 3738
Practicing Company Secretary
Certificate of Practice No. 1796

Countersigned by:
For eClerx Services Limited



Pradeep Kapoor
Non-Executive Director - Chairman

Place: Mumbai
Date: October 26, 2018