

eClerx/SECD/SE/2018/140

August 29, 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,

Sub: Compliance under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“Listing Regulations”]

Reg: Voting results of the 18th Annual General Meeting of the Company held on Wednesday, August 29, 2018

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

Pursuant to Regulation 44 of the Listing Regulations, please find appended below the voting results of the business transacted at the 18th Annual General Meeting of the Company held on Wednesday, August 29, 2018 at 10:15 a.m. at Walchand Hirachand Hall, Indian Merchants' Chamber, LNM IMC Building, Churchgate, Mumbai - 400 020.

Also enclosed is the Consolidated report of the Scrutinizer on remote e-voting and voting through ballot paper at the Annual General Meeting.

Date of AGM	Wednesday, August 29, 2018
Total number of shareholders as on Book Closure (August 23 to August 29, 2018)	28,454

No. of shareholders present in meeting either in person or proxy	
Promoters and Promoter Group:	2
Public	38

No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	Nil
Public	Nil



Agenda- wise disclosure

Resolution No. 1:

To receive, consider, approve and adopt:

- a. The Audited Financial Statements of the Company for the financial year ended March 31, 2018, 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, 2018, 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	19561692	19561692	100.0000	19561692	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Total		19561692	100	19561692	0	100.0000	0.0000
Public – Institutions	E-voting	15597502	13769581	88.2807	13769581	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Total		13769581	88.2807	13769581	0	100.0000	0.0000
Public-Non Institutions	E-voting	3518862	402258	11.4315	402032	226	99.9438	0.0561
	Poll		55714	1.5833	55714	0	100.0000	0.0000
	Total		457972	13.0148	457746	226	99.9507	0.0493
Total		38678056	33789245	87.3602	33789019	226	99.9993	0.0007



Resolution No. 2:

To declare dividend for the year ended March 31, 2018 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	19561692	19561692	100.0000	19561692	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Total		19561692	100	19561692	0	100.0000	0.0000
Public – Institutions	E-voting	15597502	13769581	88.2807	13769581	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Total		13769581	88.2807	13769581	0	100.0000	0.0000
Public-Non Institutions	E-voting	3518862	402258	11.4315	402009	249	99.9380	0.0619
	Poll		55714	1.5833	52898	2816	94.9456	5.0543
	Total		457972	13.0148	454907	3065	99.3307	0.6693
Total		38678056	33789245	87.3602	33786180	3065	99.9909	0.0091



Resolution No. 3:

To appoint a Director in place of Mr. Anjan Malik, (DIN: 01698542), 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 (Anjan Malik)
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	19561692	19561692	100.0000	19561692	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Total		19561692	100	19561692	0	100.0000	0.0000
Public – Institutions	E-voting	15597502	13769581	88.2807	13761577	8004	99.9418	0.0581
	Poll		0	0.0000	00	0	0.0000	0.0000
	Total		13769581	88.2807	13761577	8004	99.9419	0.0581
Public-Non Institutions	E-voting	3518862	402258	11.4315	402009	249	99.9380	0.0619
	Poll		55714	1.5833	55714	0	100.0000	0.0000
	Total		457972	13.0148	457723	249	99.9456	0.0544
Total		38678056	33789245	87.3602	33780992	8253	99.9756	0.0244

This is for your information and records.

Thanking you,

Yours truly,
For eClerx Services Limited


Pratik Bhanushali
Company Secretary & Compliance Officer
F8538



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
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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

18th Annual General Meeting of the Members of eClerx Services Limited held on Wednesday, August 29, 2018 at Walchand Hirachand Hall, Indian Merchants' Chambers, LNM IMC Building, Churchgate, Mumbai - 400 020

Dear Sir,

I, Ashwini Inamdar, 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 18th 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 Wednesday, August 22, 2018 (cut-off date).
3. The period for remote e-voting commenced on Friday, August 24, 2018 at 09.00 A.M. (IST) and ended on Tuesday August 28, 2018 at 5.00 P.M. (IST). Remote e-voting was blocked by Karvy at 05:00 P.M. (IST) on August 28, 2018.
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 Jigar Makwana and Nishant Pathak 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



Ashwini Inamdar
Scrutinizer



FCS No: 9409
CP No: 11226

Place: Mumbai
Date: August 29, 2018

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 Wednesday, August 29, 2018.





Name	:	Jigar Makwana	Name	:	Nishant Pathak
Address	:	JSS Road, Gazdar Street, Dhan Bhavan No. 1, Building No 5, 1 st Floor, Room No. 14/15, Mumbai 400002	Address	:	Ram Building, Kele Wadi, Girgaun, Mumbai 400004.

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 Statements of the Company for the Financial Year ended March 31, 2018, 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, 2018, 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	131	33733305	18	55,714	149	33,789,019	99.9993%
Votes against the resolution	3	226	-	-	3	226	0.0007%
Invalid votes/Abstained	-	-	-	-	-	-	-

Item No. 2: Ordinary Resolution

To declare dividend for the year ended March 31, 2018 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	130	33733282	17	52898	147	33,786,180	99.9909%
Votes against the resolution	4	249	1	2816	5	3,065	0.0091%
Invalid votes/Abstained	-	-	-	-	-	-	-

Item No. 3: Ordinary Resolution

To appoint a Director in place of Mr. Anjan Malik, [DIN: 01698542] 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	127	33725278	18	55714	145	33,780,992	99.9756%
Votes against the resolution	7	8253	-	-	7	8,253	0.0244%
Invalid votes/Abstained	-	-	-	-	-	-	-

