

eClerx/SECD/SE/2024/065

May 17, 2024

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: Intimation under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“Listing Regulations”]

Reg: Declaration of Result of Postal Ballot and Remote e-voting along with the Scrutinizer’s Report

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

With reference to our letter number eClerx/SECD/SE/2024/049 dated April 17, 2024, please find below the outcome/result of the Postal Ballot:

Details of Agenda Item(s):

Item No.	Details of Agenda	Resolution required	Mode of voting
1.	Amendment of the Employee Stock Scheme/Plan 2015	Special Resolution	Remote E-voting (Passed with Requisite majority)

The Resolution as set forth in Item No. 1 was passed by the shareholders with requisite majority. Ms. Savita Jyoti of M/s. Savita Jyoti Associates, Practising Company Secretaries who was appointed as the Scrutinizer for conducting the postal ballot process and Remote e-voting process has submitted her report on May 17, 2024.

In terms of the provisions of Regulation 44(3) of the Listing Regulations, the summary of the combined results of the Postal Ballot and Remote e-voting and the Scrutinizer’s Report are attached as **Annexure 1** and **Annexure 2** respectively.

This is for your information and records.

Thanking you,

Yours truly,
For eClerx Services Limited



Pratik Bhanushali
VP-Legal & Company Secretary
F8538

Encl.: as above

Annexure 1

Date of declaration of Postal Ballot Result	May 17, 2024
Total number of shareholders as on record date (i.e. April 12, 2024)	50,772
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:

Item 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	26282161	26225682	99.7851	26225682	0	100.0000	0.0000
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		26225682	99.7851	26225682	0	100.0000	0.0000
Public - Institutions	E-voting	17110934	15232643	89.0229	15188869	43774	99.7126	0.2873
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		15232643	89.0229	15188869	43774	99.7126	0.2873
Public Non-Institutions	E-voting	5632264	37508	0.6659	35927	1581	95.7848	4.2151
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total		37508	0.6659	35927	1581	95.7848	4.2151
Total		49025359	41495833	84.6416	41450478	45355	99.8907	0.1093

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

SCRUTINIZER'S REPORT

[Pursuant to Section 110 and Section 108 of the Companies Act, 2013 read with Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended]

To
The Chairperson
eClerx Services Limited
Sonawala Building, 1st Floor, 29 Bank Street,
Fort, Mumbai - 400 023, Maharashtra, India
CIN: L72200MH2000PLC125319

Dear Sir/Madam,

Sub: Passing of resolution through Postal Ballot notice dated April 12, 2024

Pursuant to the resolution passed by the Board of Directors of eClerx Services Limited (hereinafter called Company) on **April 12, 2024**, we have been appointed as scrutinizer for conducting the postal ballot and e-voting process in fair and transparent manner in respect of the Special resolution as circulated in the postal ballot notice dated **April 12, 2024**.

The Company had engaged the services of its Registrar and Transfer Agent viz, KFin Technologies Limited, Hyderabad to provide platform for recording votes of shareholders electronically through Remote e-voting. KFin Technologies Limited has set up the Remote e-voting facility on the KFinTech e-voting website: <https://evoting.kfintech.com/>.

Sr. No.	Description of Special Resolution
1	Amendment of the Employee Stock Scheme/Plan 2015

We report that the postal ballot notice dated April 12, 2024 together with the explanatory statement, under Section 110 of the Companies Act, 2013 read with the relevant rules, were sent via electronic mode only to those shareholders whose e-mail addresses were registered with the Company / Registrar and Share Transfer Agent / Depositories / Depository Participants and whose names appear in the Register of Members of the Company or in the List of Beneficial Owners maintained by the Depositories as on Friday, April 12, 2024 (cut-off date) pursuant to the circulars and notification issued by the Ministry of Corporate Affairs, Government of India (the 'MCA') and SEBI Listing Regulations.

In compliance with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to dispatch of Postal Ballot notice and details of the Special Business item set out, through Postal Ballot by remote electronic voting ('e-voting') process were published in "Business Standard", English Newspaper and in "Sakal", Marathi Newspaper on April 18, 2024.

The voting period for remote e-voting commenced on Thursday, Apr 18, 2024, from 09:00 hours (IST) and ended on Friday, May 17, 2024, 17:00 hours (IST) both days inclusive. The votes cast by remote e-voting through KFin Technologies Limited received only up to May 17, 2024, 17:00 hours (IST) were considered valid for scrutiny and the platform was blocked thereafter.

The e-voting module of KFin Technologies Limited was unblocked thereafter by me in presence of Mr. Pavan Kumar and Mr. Manoranjan, not in employment of the Company, as prescribed under Rule 20 of the Companies (Management and Administration) Rules, 2014.

On scrutiny, we report that 346 shareholders exercised their vote through e-voting for Special Resolution No. 1.

The details of the Voting are as under:

1. Amendment of the Employee Stock Scheme/Plan 2015:

(i) Voted in ***favour*** of the resolution:

No. of members	No. of votes cast in favor of Resolution	% of total no. of valid votes cast
317	4,14,50,478	99.89

(ii) Voted ***against*** of the resolution:

No. of members	No. of votes cast in against of Resolution	% of total no. of valid votes cast
25	45,355	0.11

(iii) ***Invalid & Abstain*** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
4	223

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 Resolution as set forth in the Postal Ballot Notice dated April 12, 2024, has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date specified for e-voting, i.e., May 17, 2024.

The result of the Postal Ballot will be displayed on the Company's website www.eclerx.com and also that of the e-voting Service Provider KFin Technologies Limited at <https://evoting.kfintech.com>. The results will also be communicated to BSE Limited and the National Stock Exchange of India Limited, being stock exchanges where the shares of the Company are listed.

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

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

The register of postal ballot and all other relevant records of voting process given/provided/maintained in electronic mode will remain in our custody until the Chairperson considers, approves, and signs the Minutes of the Postal Ballot and the same shall be handed over thereafter to the Company Secretary for safe keeping.

Thanking you,

for **Savita Jyoti Associates**
Company Secretaries

Savita Jyoti

CS Savita Jyoti

Scrutinizer

FCS No.: 3738, CP No.: 1796

UDIN: F003738F000394018

Place: Hyderabad

Date: May 17, 2024

Witness 1:

Dhanu

Witness 2:

Moujith

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

Countersigned by:

for **eClerx Services Limited**

Shailesh Kekre

Shailesh Kekre

Non-Executive - Independent Director-Chairperson

Place: Bengaluru

Date: May 17, 2024