

eClerx/SECD/SE/2019/122

August 29, 2019

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
---	---

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 19th Annual General Meeting of the Company held on Thursday, August 29, 2019

**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 19th Annual General Meeting of the Company held on Thursday, August 29, 2019 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	Thursday, August 29, 2019
Total number of shareholders as on Book Closure (August 23, 2019 to August 29, 2019)	38,303

No. of shareholders present in meeting either in person or proxy	
Promoters and Promoter Group:	2
Public	49

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, 2019, 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, 2019, 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	18772356	18,772,356	100.0000	18,772,356	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		18,772,356	100.0000	18,772,356	0	100.0000	0.0000
Public – Institutions	E-voting	14398933	13,296,697	92.3450	13,296,697	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		13,296,697	92.345	13,296,697	0	100.0000	0.0000
Public-Non Institutions	E-voting	3812112	143,134	3.7547	143,019	115	99.9196	0.0803
	Poll		45,289	1.1880	45,288	1	99.9977	0.0022
	Total		188,423	4.9427	188,307	116	99.9384	0.0616
Total		36,983,401	32,257,476	87.2215	32,257,360	116	99.9996	0.0004



Resolution No. 2:

To declare dividend for the year ended March 31, 2019 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	18772356	18,772,356	100.0000	18,772,356	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		18,772,356	100.0000	18,772,356	0	100.0000	0.0000
Public – Institutions	E-voting	14398933	13,297,941	92.3537	13,297,941	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		13,297,941	92.3537	13,297,941	0	100.0000	0.0000
Public-Non Institutions	E-voting	3812112	143,089	3.7535	142,974	115	99.9196	0.0803
	Poll		45,289	1.1880	45,286	3	99.9933	0.0066
	Total		188,378	4.9415	188,260	118	99.9374	0.0626
Total		36,983,401	32,258,675	87.2247	32,258,557	118	99.9996	0.0004



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
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	18772356	18,772,356	100.0000	18,772,356	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		18,772,356	100.0000	18,772,356	0	100.0000	0.0000
Public – Institutions	E-voting	14398933	13,297,941	92.3537	13,260,527	37,414	99.7186	0.2813
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		13,297,941	92.3537	13,260,527	37,414	99.7186	0.2814
Public-Non Institutions	E-voting	3812112	143,134	3.7547	142,949	185	99.8707	0.1292
	Poll		45,289	1.1880	45,289	0	100.0000	0.0000
	Total		188,423	4.9427	188,238	185	99.9018	0.0982
Total		36,983,401	32,258,720	87.2249	32,221,121	37,599	99.8834	0.1166



Resolution No. 4:

To re-appoint Statutory Auditors of the Company and fix their remuneration.

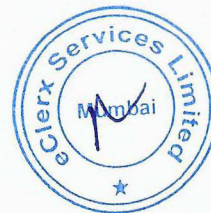
Resolution required								Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?								No
Category	Mode of Voting	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% 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	18772356	18,772,356	100.0000	18,772,356	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		18,772,356	100.0000	18,772,356	0	100.0000	0.0000
Public – Institutions	E-voting	14398933	13,297,941	92.3537	13,297,941	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		13,297,941	92.3537	13,297,941	0	100.0000	0.0000
Public-Non Institutions	E-voting	3812112	143,134	3.7547	142,989	145	99.8986	0.1013
	Poll		45,289	1.1880	45,289	0	100.0000	0.0000
	Total		188,423	4.9427	188,278	145	99.9230	0.0770
Total		36,983,401	32,258,720	87.2249	32,258,575	145	99.9996	0.0004



Resolution No. 5:

To approve payment of remuneration by way of commission to Non-Executive Independent Directors of the Company

Resolution required								Special 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	18772356	18,772,356	100.0000	18,772,356	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		18,772,356	100.0000	18,772,356	0	100.0000	0.0000
Public – Institutions	E-voting	14398933	13,297,941	92.3537	13,297,941	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		13,297,941	92.3537	13,297,941	0	100.0000	0.0000
Public-Non Institutions	E-voting	3812112	143,134	3.7547	142,909	225	99.8428	0.1571
	Poll		45,289	1.1880	45,289	0	100.0000	0.0000
	Total		188,423	4.9427	188,198	225	99.8806	0.1194
Total		36,983,401	32,258,720	87.2249	32,258,495	225	99.9993	0.0007



Resolution No. 6:

To consider and approve the re-appointment of Mr. PD Mundhra (DIN: 00281165) as Whole-Time Director for a period of 5 (Five) Years, effective from April 1, 2020.

Resolution required								Special Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?								Yes
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	18772356	18,772,356	100.0000	18,772,356	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		18,772,356	100.0000	18,772,356	0	100.0000	0.0000
Public – Institutions	E-voting	14398933	13,297,941	92.3537	13,153,776	144,165	98.9158	1.0841
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		13,297,941	92.3537	13,153,776	144,165	98.9159	1.0841
Public-Non Institutions	E-voting	3812112	143,134	3.7547	142,929	205	99.8567	0.1432
	Poll		45,289	1.1880	45,289	0	100.0000	0.0000
	Total		188,423	4.9427	188,218	205	99.8912	0.1088
Total		36,983,401	32,258,720	87.2249	32,114,350	144,370	99.5525	0.4475

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

REGD. OFFICE : 201-206, SHIV SMRITI, 2ND FLOOR, 49/A, DR. ANNIE BESANT ROAD, ABOVE CORPORATION BANK, WORLI, MUMBAI-400 018
PHONE : +91-22-6611 9696 ● E-mail: info@mehta-mehta.com ● Visit us : www.mehta-mehtaadvisory.com

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**

**19th Annual General Meeting ("AGM") of the Members of Eclerx Services Limited
held on Thursday, August 29, 2019, at Walchand Hirachand Hall, Indian
Merchants' Chamber, 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 at the 19th 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 through ballot paper at the venue of the AGM. For the purpose of remote e-voting, the Company had engaged the services of Karvy Fintech Private Limited ("Karvy").
2. Voting rights were reckoned on the paid-up value of shares registered in the name of the Members as on Thursday, August 22, 2019 ("cut-off date").
3. The period for remote e-voting commenced on Monday, August 26, 2019 at 09:00 a.m. (IST) and ended on Wednesday, August 28, 2019 at 5:00 p.m. (IST). The Remote e-voting module was disabled by Karvy for voting thereafter.
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.
5. Further, the votes cast through remote e-voting were unblocked in the presence of two witnesses Ms. Unnati Kanvinde and Ms. Aashna Makani neither of whom is in the employment of the Company.



6. The report on votes cast through remote e-voting was generated from Karvy e-voting website <https://evoting.karvy.com>
7. The consolidated results of remote e-voting and voting through ballot paper at the AGM venue are enclosed as an Annexure to this report.

Thanking You,

For Mehta & Mehta
Company Secretaries

Ashwini Inamdar

Ashwini Inamdar
Scrutinizer
FCS No: 9409
CP No: 11226



Place: Mumbai
Date: August 29, 2019

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 August 29, 2019.

Karvinde
Name : Unnati Karvinde
Address : D-2, Union House, Soonawala
Agiary Marg, Mahim Mumbai
- 400016

Aashna Makani
Name : Aashna Makani
Address : 22, Juhu Shangrila,
Gulmohar Cross Road
No. 11, J.V.P.D. Scheme,
Juhu, Mumbai- 400049.

Countersigned by

[Signature]

Chairman
eClerx Services Limited

Item No. 1: Ordinary Resolution

a. The Audited Financial Statements of the Company for the Financial Year ended March 31, 2019, 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, 2019, together with the Reports of the Auditors thereon

Particulars	Remote e-voting		Voting through ballot at the venue of 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	152	3,22,12,072	30	45,288	182	3,22,57,360	99.9996%
Votes against the resolution	2	115	1	1	3	116	0.0004%
Invalid votes/Abstained	1	1,244	0	0	1	1,244	-

Item No. 2: Ordinary Resolution

To declare dividend for the year ended March 31, 2019 amounting to Re. 1/- per share.

Particulars	Remote e-voting		Voting through ballot at the venue of 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	152	3,22,13,271	29	45,286	181	3,22,58,557	99.9996%
Votes against the resolution	2	115	2	3	4	118	0.0004%
Invalid votes/Abstained	1	45	0	0	1	45	-

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 at the venue of 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	144	3,21,75,832	31	45,289	175	3,22,21,121	99.8834%
Votes against the resolution	11	37,599	0	0	11	37,599	0.1166%
Invalid votes/Abstained	0	0	0	0	0	0	-



Item No. 4: Ordinary Resolution

To re-appoint Statutory Auditors of the Company and fix their remuneration

Particulars	Remote e-voting		Voting through ballot at the venue of 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	152	3,22,13,286	31	45,289	183	3,22,58,575	99.9996%
Votes against the resolution	3	145	0	0	3	145	0.0004%
Invalid votes/Abstained	0	0	0	0	0	0	-

Item No. 5: Special Resolution

To approve payment of remuneration by way of commission to Non-Executive Independent Directors of the Company

Particulars	Remote e-voting		Voting through ballot at the venue of 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	148	3,22,13,206	31	45,289	179	3,22,58,495	99.9993%
Votes against the resolution	7	225	0	0	7	225	0.0007%
Invalid votes/Abstained	0	0	0	0	0	0	-

Item No. 6: Special Resolution

To consider and approve the re-appointment of Mr. PD Mundhra (DIN: 00281165) as Whole-Time Director for a period of 5 (Five) Years, effective from April 1, 2020.

Particulars	Remote e-voting		Voting through ballot at the venue of 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	143	3,20,69,061	31	45,289	174	3,21,14,350	99.5525%
Votes against the resolution	12	1,44,370	0	0	12	1,44,370	0.4475%
Invalid votes/Abstained	0	0	0	0	0	0	-

