

**eClerx Services Limited**
**CIN: L72200MH2000PLC125319**

 Regd Office: Sonawala Building,  
 1<sup>st</sup> Floor, 29 Bank Street, Fort,  
 Mumbai – 400 023, India.

Phone: +91-22-66148301 | Fax : +91 22 6614 8655

 Email id : [investor@eclerx.com](mailto:investor@eclerx.com) | Website : [www.eclerx.com](http://www.eclerx.com)

October 14, 2016

**National Stock Exchange of India Limited**

 Exchange Plaza  
 Bandra Kurla Complex  
 Bandra (E)  
 Mumbai-400051

**Department of Corporate Services**

 BSE Limited.  
 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**

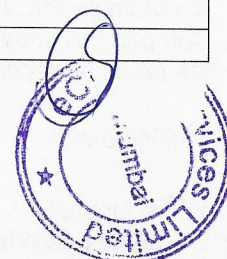
This is to inform you that, pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, approval of Members of the Company, was sought for buyback of shares, by means of Postal Ballot vide Notice dated August 29, 2016.

Based on the Scrutinizer's report dated October 14, 2016, the brief details/information of Postal Ballot outcome are as follows:

|                                                                  |                          |
|------------------------------------------------------------------|--------------------------|
| Date of Outcome of Postal Ballot:                                | Friday, October 14, 2016 |
| Total number of shareholders as on record date (August 26, 2016) | 16313                    |

|                                                                  |                |
|------------------------------------------------------------------|----------------|
| 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 |



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## 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                 |

| Promoter/<br>Public                  | Mode of<br>Voting | No. of<br>Shares<br>Held<br>(1) | No. of<br>Votes<br>Polled<br>(2) | % of Votes<br>Polled on<br>Outstanding<br>shares<br>(3) =<br>[2/1]*100 | No. of<br>Votes in<br>favour<br>(4) | No. of<br>votes<br>Against<br>(5) | % of<br>votes in<br>favour on<br>votes<br>Polled<br>(6) =<br>[4/2]*100 | % of<br>votes<br>against<br>on votes<br>Polled<br>(7) =<br>[5/2]*100 |
|--------------------------------------|-------------------|---------------------------------|----------------------------------|------------------------------------------------------------------------|-------------------------------------|-----------------------------------|------------------------------------------------------------------------|----------------------------------------------------------------------|
| Promoter<br>and<br>Promoter<br>Group | E-voting          | 20542858                        | 20496831                         | 99.7759                                                                | 20496831                            | 0                                 | 100.0000                                                               | 0.0000                                                               |
|                                      | Poll              |                                 | NA                               | NA                                                                     | NA                                  | NA                                | NA                                                                     | NA                                                                   |
|                                      | Postal<br>Ballot  |                                 | 0                                | 0                                                                      | 0                                   | 0                                 | 0                                                                      | 0.0000                                                               |
|                                      | Total             |                                 | <b>20542858</b>                  | <b>20496831</b>                                                        | <b>20496831</b>                     | <b>0</b>                          | <b>100.0000</b>                                                        | <b>0.0000</b>                                                        |
| Public<br>Institutional<br>Holders   | E-voting          | 17206934                        | 14040839                         | 81.5999                                                                | 14040839                            | 0                                 | 100.0000                                                               | 0.0000                                                               |
|                                      | Poll              |                                 | NA                               | NA                                                                     | NA                                  | NA                                | NA                                                                     | NA                                                                   |
|                                      | Postal<br>Ballot  |                                 | 0                                | 0                                                                      | 0                                   | 0                                 | 0                                                                      | 0.0000                                                               |
|                                      | Total             |                                 | <b>17206934</b>                  | <b>14040839</b>                                                        | <b>14040839</b>                     | <b>0</b>                          | <b>100.0000</b>                                                        | <b>0.0000</b>                                                        |
| Public Non-<br>Institutions          | E-voting          | 3132558                         | 156095                           | 4.9830                                                                 | 156067                              | 28                                | 99.9820                                                                | 0.0179                                                               |
|                                      | Poll              |                                 | NA                               | NA                                                                     | NA                                  | NA                                | NA                                                                     | NA                                                                   |
|                                      | Postal<br>Ballot  |                                 | 3019                             | 0.0964                                                                 | 3019                                | 0                                 | 100.0000                                                               | 0.0000                                                               |
|                                      | Total             |                                 | <b>3132558</b>                   | <b>159114</b>                                                          | <b>159086</b>                       | <b>28</b>                         | <b>99.9824</b>                                                         | <b>0.0176</b>                                                        |
| <b>Total</b>                         |                   | <b>40882350</b>                 | <b>34696784</b>                  | <b>84.8698</b>                                                         | <b>34696756</b>                     | <b>28</b>                         | <b>99.9999</b>                                                         | <b>0.0001</b>                                                        |

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(Gaurav Tongia)  
Company Secretary

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 August 29, 2016 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 August 29, 2016 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 August 29, 2016, 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 Thursday, October 13, 2016.

I submit my report as under:

1. The Company has completed the dispatch of postal ballot forms along with postage prepaid business reply envelope on Saturday, September 10, 2016 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, August 26, 2016.
2. Particulars of all postal ballot forms received from the Members including electronic votes have 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. 152 postal ballot forms including electronic votes received up to the close of working hours on Thursday, October 13, 2016 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.

AJ

**SAVITA JYOTI ASSOCIATES**  
COMPANY SECRETARIES

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

9. Envelopes containing postal ballot forms received after 5.00 p.m. IST on Thursday, October 13, 2016 were not considered for my scrutiny.

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

The details of voting are as under:

152 (143 + 9 (Phy) total number of Ballots received.

| Promoter/<br>Public                  | Mode of<br>Voting | No. of<br>Shares<br>Held<br>(1) | No. of<br>Votes<br>Polled<br>(2) | % of Votes<br>Polled on<br>Outstanding<br>shares<br>(3) =<br>[2/1]*100 | No. of<br>Votes in<br>favour<br>(4) | No. of<br>votes<br>Against<br>(5) | % of<br>votes in<br>favour<br>on votes<br>Polled<br>(6) =<br>[4/2]*100 | % of<br>votes<br>against<br>on votes<br>Polled<br>(7) =<br>[5/2]*100 |
|--------------------------------------|-------------------|---------------------------------|----------------------------------|------------------------------------------------------------------------|-------------------------------------|-----------------------------------|------------------------------------------------------------------------|----------------------------------------------------------------------|
| Promoter<br>and<br>Promoter<br>Group | E-voting          | 20542858                        | 20496831                         | 99.7759                                                                | 20496831                            | 0                                 | 100.0000                                                               | 0.0000                                                               |
|                                      | Poll              |                                 | 0                                | 0.0000                                                                 | 0                                   | 0                                 | 0.0000                                                                 | 0.0000                                                               |
|                                      | Postal<br>Ballot  |                                 | 0                                | 0.0000                                                                 | 0                                   | 0                                 | 0.0000                                                                 | 0.0000                                                               |
|                                      | Total             | 20542858                        | 20496831                         | 99.7759                                                                | 20496831                            | 0                                 | 100.0000                                                               | 0.0000                                                               |
| Public<br>Institutional<br>Holders   | E-voting          | 17206934                        | 14040839                         | 81.5999                                                                | 14040839                            | 0                                 | 100.0000                                                               | 0.0000                                                               |
|                                      | Poll              |                                 | 0                                | 0.0000                                                                 | 0                                   | 0                                 | 0.0000                                                                 | 0.0000                                                               |
|                                      | Postal<br>Ballot  |                                 | 0                                | 0.0000                                                                 | 0                                   | 0                                 | 0.0000                                                                 | 0.0000                                                               |
|                                      | Total             | 17206934                        | 14040839                         | 81.5999                                                                | 14040839                            | 0                                 | 100.0000                                                               | 0.0000                                                               |
| Public Non-<br>Institutions          | E-voting          | 3132558                         | 156095                           | 4.9830                                                                 | 156067                              | 28                                | 99.9820                                                                | 0.0179                                                               |
|                                      | Poll              |                                 |                                  |                                                                        |                                     |                                   |                                                                        |                                                                      |
|                                      | Postal<br>Ballot  |                                 | 3019                             | 0.0964                                                                 | 3019                                | 0                                 | 100.0000                                                               | 0.0000                                                               |
|                                      | Total             | 3132558                         | 159114                           | 5.0794                                                                 | 159086                              | 28                                | 99.9824                                                                | 0.0176                                                               |
| <b>Total</b>                         |                   | <b>40882350</b>                 | <b>34696784</b>                  | <b>84.8698</b>                                                         | <b>34696756</b>                     | <b>28</b>                         | <b>99.9999</b>                                                         | <b>0.0001</b>                                                        |

The postal ballot forms and the related papers / registers and records being handed over for safe custody to the Company Secretary, Mr. Gaurav Tongia.

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*

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

**C.S. SAVITA JYOTI**  
Scrutinizer

Date: 14.10.2016