

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

SCRUTINISER'S REPORT

(Pursuant to Section 110 of Companies Act, 2013 and Rule 22(9) of the Companies (Management and Administration) Rules, 2014)

To
The Chairman
eClerx Services Limited
CIN: L72200MH2000PLC125319
Regd. Office Sonawala Building, 1st Floor
29 Bank Street, Fort,
Mumbai – 400 023

Dear Sir,

The Board of Directors of the Company at its meeting held on 30.10.2014 has appointed me as a Scrutinizer for conducting the postal ballot including e- voting process in transparent and fair manner in respect of resolutions stated in the Notice of Postal Ballot dated October 30, 2014.

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 12.11.2014 to its members whose name(s) appeared on the Register of members / list of beneficiaries including by e-mail to all those members who had registered their e-mail ids with the company.
2. Particulars of all postal ballot forms received from the Members including electronic votes (as reported by KARVY, agency facilitating e-voting platform) have been entered in a register separately maintained for the purpose.
3. The 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. In case of e-voting, Members' demographic details, their voting rights and voting pattern were provided by Karvy Computershare Private Limited.
5. The ballot box was opened in my presence.
6. 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 e-voting were considered valid.

A.J.

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7. 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.
8. All postal ballot forms including electronic votes received up to the close of working hours on 19.12.2014, the last date and time fixed by the company for receipt of the forms/electronic votes, were considered for my scrutiny.
9. Envelopes containing postal ballot forms received after 19.12.2014 were not considered for my scrutiny.

The details of voting are as under:

Resolution no. 1

Adoption of new set of articles of Association of Company, inter-alia, pursuant to the Companies Act, 2013.

Resolution	Mode	Ballots Received	Total Share	Favour		Against		Invalid	
				Ballots	Votes	Ballots	Votes	Ballots	Votes
1	Electronic	100	22190248	84	21896312	4	11516	12	282420
	Physical	119	419681	109	417226	1	34	9	2419
	Total	219	22609929	193	22313538	5	11550	21	284839

Resolution no. 2

Amendments(s) to Memorandum of association of the Company.

Resolution	Mode	Ballots Received	Total Share	Favour		Against		Invalid	
				Ballots	Votes	Ballots	Votes	Ballots	Votes
2	Electronic	100	22190248	95	22190028	2	160	3	60
	Physical	119	419681	105	417154	0	0	14	2525
	Total	219	22609929	200	22607182	2	160	17	2585

S.J.

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Resolution no. 3

To consider and approve the re-appointment of PD Mundhra as Whole-time Director for a period of 5 years effective April 1, 2015.

Resolution	Mode	Ballots Received	Total Share	Favour		Against		Invalid	
				Ballots	Votes	Ballots	Votes	Ballots	Votes
3	Electronic	100	22190248	91	14239779	2	100	7	7950369
	Physical	119	419681	100	417078	6	110	13	2491
	Total	219	22609929	191	14656857	8	210	20	7952860

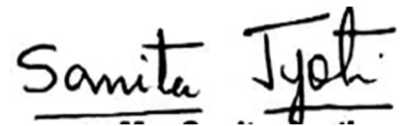
I report that all the Special Resolutions have been passed successfully by the shareholders of the Company with requisite majority.

The postal ballot forms and the related papers /registers and records being handed over in the safe custody of Mr. Gaurav Tongia, Company Secretary. You may accordingly declare the results of the postal ballot voting.

Thanking you

Date: 22.12.2014

for SAVITA JYOTI ASSOCIATES



C.S. SAVITA JYOTI

Company Secretary in Practice

M No- FCS 3738

CP No- 1796

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