

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 November 2, 2015 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 November 2, 2015 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 Listing Regulations 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 November 2, 2015, 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 6.00 p.m. IST on Saturday, 5th December, 2015.

I submit my report as under:

1. The Company has completed the dispatch of postal ballot forms along with postage prepaid business reply envelope 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, October 23, 2015.
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. All postal ballot forms including electronic votes received up to the close of working hours on Saturday, December 5, 2015 till 6.00 p.m. IST, the last date and time fixed by the Company for receipt of the forms/electronic votes, were considered for my scrutiny.
7. Envelopes containing postal ballot forms received after 6.00 p.m. IST on December 5, 2015 were not considered for my scrutiny.

A.J.

SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

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

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

The details of voting are as under:

200 total number of Ballots received.

Promoter/ Public	Mode of Voting	No. of Shares Held (1)	No. of 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	15661119	15372399	98.1565	15372399	0	100	0
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	15661119	0	0	0	0	0	0
	Total	15661119	15372399	98.1565	15372399	0	100	0
Public Institutional Holders	E-voting	11932121	10303835	86.3538	10303835	0	100	
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	11932121	224648	1.8827	224648	0	100	0
	Total	11932121	10528483	88.2365	10528483	0	100	0
Public Non- Institutions	E-voting	2894395	36450	1.2593	36229	221	99.3937	0.6063
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	2894395	95040	3.2836	95040	0	100	0
	Total	2894395	131490	4.5429	131269	221	100	0
Total		30487635	26032372	85.3867	26032151	221	99.9992	0.0008

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

Savita Jyoti

C.S. SAVITA JYOTI
Scrutinizer

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

Date: December 7, 2015