



eClerx Services Limited

CIN: L72200MH2000PLC125319

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

Ph. No.: +91 (22) 6614 8301, Fax No.: +91 (22) 6614 8655, Email id: investor@eclerx.com, Website: www.eclerx.com

POSTAL BALLOT FORM

(Please read the instructions before completing the Form)

Serial No. _____

1.	Name and Registered Address of the sole/ First Named Shareholder	
2.	Name(s) of Joint-Holder(s), if any	
3.	Folio No./DP ID No. */ Client ID No.* (*Applicable to Shareholders holding shares in dematerialized form)	
4.	No. of equity shares held	

5. I/We hereby exercise my/our vote in respect of the Special Resolution(s) to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company, dated December 22, 2017, by conveying my/our assent or dissent to the said Resolution(s) by placing the tick mark in the appropriate box below:

Item No.	Resolution	No. of shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Approval for Buyback of equity shares			

Place:

Date:

(Signature of shareholder)

* Incase of authorized representative of a body corporate, certified true copy of the resolution viz. Board resolution/Power of Attorney should be sent alongwith Postal Ballot Form.

ELECTRONIC VOTING PARTICULARS

EVEN (E-VOTING EVENT NUMBER)	USER ID	PASSWORD/PIN

contd...

NOTES:

1. The Explanatory Statement pursuant to Sections 102 of the Companies Act, 2013 (the Act) setting out the material facts and reasons in respect of the proposed Resolution(s) are annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners, received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited as on Friday, December 15, 2017.
3. The voting rights of the Members shall be in proportion to their shares in the paid up equity share capital of the Company, as on the cut-off date being Friday, December 15, 2017.
4. Only Member(s) who is entitled to vote is entitled to exercise his/her vote through Postal Ballot/e-voting. The right of voting by Postal Ballot shall not be exercised by a Proxy.
5. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Postal Ballot shall be treated as invalid.
6. All documents referred to in the Notice are open for inspection at the Registered Office and Corporate Office of the Company on all working days except Saturday between 11.00 a.m. to 6.00 p.m.
7. The Scrutinizer's decision on the validity of a Postal Ballot Form shall be final and binding.
8. The Chairman and in his absence, any person authorized by the Chairman will announce the result of Postal Ballot at/before 6:00 p.m. on Tuesday, January 23, 2018.
9. The last date for receipt of Postal Ballot Forms including e-voting will be taken to be the date of passing of the resolution.

Instructions to Shareholders opting for voting in Physical Ballot Form (Sr. No. 10 to 17)

10. A Member desiring to exercise his / her vote by postal ballot may complete this Postal Ballot Form (no other Form or photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer at the address mentioned in the enclosed self-addressed postage pre-paid envelope, so as to reach not later than by close of working hours i.e. 5:00 p.m. on Monday, 22nd day of January, 2018. Postal Ballot Form received after this date will be strictly treated as if the reply from such Member has not been received.
11. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company). In case of joint shareholding, this Form should be completed and signed by the first named Member and in his/her absence, by any next named shareholder. Unsigned / incomplete / incorrect Postal Ballot Form will be rejected.
12. In the case of shares held by Companies / Trust / Societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution/authorization.
13. Member(s) are requested not to send any other papers with the Postal Ballot Form. Any such papers found will not be entertained and will be destroyed.
14. Members are requested to fill in Postal Ballot Form in indelible ink and avoid any overwriting.
15. A member seeking duplicate Postal Ballot Form can write to the RTA, Karvy Computershare Private Limited, Unit: eClerx Services Limited, Karvy Selenium Tower B, Plot 3132, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date herein specified.
16. In accordance with the provisions of Section 101 and other applicable provisions of the Companies Act, 2013, read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, Postal Ballot Notice along with explanatory statement and Postal Ballot Form is being sent to the email address registered with the Company. You are still entitled to receive physical copies of the Notice(s)/document(s) at no extra cost on your specific request made. For Members, whose email IDs are not registered or have not opted for this facility with the Company/RTA, Postal Ballot Notice are being sent by permitted mode, alongwith a postage prepaid self-addressed Business Reply Envelope.
17. This is a sincere appeal to all those Members who have not yet registered their email addresses with the Company/RTA, to register the same, in order to receive the notices/documents of the Company via electronic mode of communication.

18. The instructions to shareholders for e-voting are as under:

- A. In case a Member receiving an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participant(s)]:
 - i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.

- ii) Enter the login credentials (i.e., User ID and password mentioned below). Your Folio No./ DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. The standard password for first time login is mentioned below.
- iii) After entering these details appropriately, Click on "LOGIN".
- iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v) You need to login again with the new credentials.
- vi) On successful login, the system will prompt you to select the "EVENT" i.e., eClerx Services Limited
- vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
- ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- x) You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any numbers of times till they have voted on the Resolution(s).
- xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at E-mail ID :eclexvoting@karvy.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ EVENT NO."

- B. In case of Members receiving physical copy of the Notice by Post [for Members whose email IDs are not registered with the Company/Depository Participant(s)]:
 - (i) User ID and initial password as provided overleaf.
 - (ii) Please follow all steps from Sr.No. (i) to (xii) as mentioned in (A) above, to cast your vote.
19. The e-voting period commences on the **Sunday, December 24, 2017 at 9:00 A.M. and ends on Monday, January 22, 2018 at 5:00 P.M.** During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date ('Record Date' for the purpose of e-voting), being Friday, December 15, 2017, may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
20. In case of any query pertaining to e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com> (Karvy's website) In case of any queries or grievances relating to Postal Ballot and/or e-voting, Members can contact Mr. S V Raju of Karvy Computershare Pvt. Ltd. at 040 6716 1500 or at 1800 345 4001 (toll free).
21. Last date for receipt of Postal Ballot Forms by Scrutinizer is Monday, January 22, 2018 (before the close of the working hours i.e. 5.00 p.m.)
22. All timings mentioned herein are IST.