eClerx Services Limited
CIN: L72200MH2000PLC125319
Regd Office: Sonawala Building,
1st Floor, 29 Bank Street, Fort,
Mumbai – 400 023, India.
Phone: +91-22-66148301| Fax : +91 22 6614 8655
Email id : investor@eclerx.com| Website : www.eclerx.com

July 13, 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: **Disclosure pertaining to 16th Annual General Meeting of the Company, *inter-alia*, pursuant to Clause 30 of the SEBI (LODR) Regulations, 2015**

Stock Code: **BSE - 532927**
NSE – ECLERX

This is to inform you that 16th Annual General Meeting of the Company was held today at 10:15 a.m. at Walchand Hirachand Hall, Indian Merchants' Chamber, LNM IMC Building, Churchgate, Mumbai - 400 020 and passed the following resolution(s) with requisite majority. The shareholders voted on following resolutions through remote e-voting and Poll:

1. To receive, consider, approve and adopt:
   a. The Audited Financial Statements of the Company for the financial year ended March 31, 2016, 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, 2016, together with the Reports of the Auditors thereon.
2. To declare dividend for the year ended March 31, 2016 amounting to per share. Re. 1/-
3. To appoint a Director in place of Anjan Malik, [DIN: 01698542], who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Mumbai as Statutory Auditors of the Company.

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

eClerx Services Limited Mumbai

eClerx Services Limited
CIN: L72200MH2000PLC125319
Regd Office: Sonawala Building,
1st Floor, 29 Bank Street, Fort,
Mumbai – 400 023, India.
Phone: +91-22-66148301| Fax : +91 22 6614 8655
Email id : investor@eclerx.com| Website : www.eclerx.com

July 13, 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: **Disclosure pertaining to 16th Annual General Meeting of the Company inter-alia pursuant to Clause 44 of the Listing Regulations**

Stock Code: **BSE - 532927**
NSE - ECLERX

Pursuant to Clause 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find appended below, the requisite details in respect of voting on the resolution(s) by the shareholders for the 16th Annual General Meeting of the Company held on Wednesday, July 13, 2016 at 10:15 a.m. at Walchand Hirachand Hall, Indian Merchants' Chamber, LNM IMC Building, Churchgate, Mumbai - 400 020 is enclosed.

Further, pursuant to Rule 20(4) of the Companies (Management and Administration) Rule, 2014, as amended, the consolidated Scrutinizer's Report on the remote e-voting and voting through Poll is also enclosed.

Date of AGM:	Wednesday, July 13, 2016
Total number of shareholders as on Book Closure (July 7 to July 13, 2016)	16,566

No. of shareholders present in meeting either in person or proxy	50
Promoters and Promoter Group	3
Public	47

No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	Nil
Public	Nil

eClerx Services Limited
CIN: L72200MH2000PLC125319
Regd Office: Sonawala Building,
1st Floor, 29 Bank Street, Fort,
Mumbai – 400 023, India.
Phone: +91-22-66148301| Fax : +91 22 6614 8655
Email id : investor@eclerx.com| Website : www.eclerx.com

Agenda- wise disclosure - Incase of E-voting and Poll

Resolution No. 1 – To receive, consider, approve and adopt:

a. The Audited Financial Statements of the Company for the financial year ended March 31, 2016, 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, 2016, 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	20,542,858	20,496,531	99.7745	20,496,531	0	100.0000	0.0000
	Poll	20,542,858	0	0.0000	0	0	0.0000	0.0000
	Total	20,542,858	0	0.0000	0	0	0.0000	0.0000
Public – Institutional Holders	E-voting	17,101,346	14,029,640	82.0382	14,029,640	0	100.0000	0.0000
	Poll	17,101,346	0	0.0000	0	0	0.0000	0.0000
	Total	17,101,346	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-voting	3,189,221	150,971	4.7338	150,971	0	100.0000	0.0000
	Poll	3,189,221	14,760	0.4628	14,760	0	100.0000	0.0000
	Total	3,189,221	0	0.0000	0	0	0.0000	0.0000
Total		**40,833,425**	**34,691,902**	**84.9595**	**34,691,902**	**0**	**100.0000**	**0.0000**

eClerx Services Limited Mumbai

eClerx Services Limited
CIN: L72200MH2000PLC125319
Regd Office: Sonawala Building,
1st Floor, 29 Bank Street, Fort,
Mumbai – 400 023, India.
Phone: +91-22-66148301| Fax : +91 22 6614 8655
Email id : investor@eclerx.com| Website : www.eclerx.com

Resolution No. 2: To declare dividend for the year ended March 31, 2016 amounting to per share. Re. 1/-

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	20,542,858	20,496,531	99.7745	20,496,531	0	100.0000	0.0000
	Poll	20,542,858	0	0.0000	00	0	0.0000	0.0000
	Total	20,542,858	0	0.0000	00	0	0.0000	0.0000
Public – Institutional Holders	E-voting	17,101,346	14,245,622	83.3012	14,245,622	0	100.0000	0.0000
	Poll	17,10,1346	0	0.0000	00	0	0.0000	0.0000
	Total	17,101,346	0	0.0000	00	0	0.0000	0.0000
Public-Non Institutions	E-voting	3,189,221	150,971	4.7338	150,305	666	99.5588	0.4411
	Poll	3,189,221	14,760	0.4628	14,756	4	99.9728	0.0271
	Total	3,189,221	0	0.0000	00	0	0.0000	0.0000
Total		**40,833,425**	**34,907,884**	**85.4885**	**34,907,214**	**670**	**99.9981**	**0.0019**

eClerx Services Limited
CIN: L72200MH2000PLC125319
Regd Office: Sonawala Building,
1st Floor, 29 Bank Street, Fort,
Mumbai – 400 023, India.
Phone: +91-22-66148301| Fax : +91 22 6614 8655
Email id : investor@eclerx.com| Website : www.eclerx.com

Resolution No. 3: To appoint a Director in place of 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?								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	20,542,858	10,266,865	49.9778	10,266,865	0	100.0000	0.0000
	Poll	20,542,858	0	0.0000	00	0	0.0000	0.0000
	Total	20,542,858	0	0.0000	00	0	0.0000	0.0000
Public – Institutional Holders	E-voting	17,101,346	14,245,622	83.3012	14,237,666	7956	99.9441	0.0558
	Poll	17,101,346	0	0.0000	00	0	0.0000	0.0000
	Total	17,101,346	0	0.0000	00	0	0.0000	0.0000
Public-Non Institutions	E-voting	3,189,221	150,971	4.7338	150,705	266	99.8238	0.1761
	Poll	3,189,221	14,760	0.4628	14,756	4	99.9728	0.0271
	Total	3,189,221	0	0.0000	00	0	0.0000	0.0000
Total		**40,833,425**	**24,678,218**	**60.4363**	**24,669,992**	**8,226**	**99.9667**	**0.0333**

eClerx Services Limited Mumbai

eClerx Services Limited
CIN: L72200MH2000PLC125319
Regd Office: Sonawala Building,
1st Floor, 29 Bank Street, Fort,
Mumbai – 400 023, India.
Phone: +91-22-66148301| Fax : +91 22 6614 8655
Email id : investor@eclerx.com| Website : www.eclerx.com

Resolution No. 4: To ratify the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Mumbai as Statutory Auditors of the Company

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	20,542,858	20,496,531	99.7745	20,496,531	0	100.0000	0.0000
	Poll	20,542,858	0	0.0000	00	0	0.0000	0.0000
	Total	20,542,858	0	0.0000	00	0	0.0000	0.0000
Public – Institutional Holders	E-voting	17,101,346	14,245,622	83.3012	14,245,622	0	100.0000	0.0000
	Poll	17,101,346	0	0.0000	00	0	0.0000	0.0000
	Total	17,101,346	0	0.0000	00	0	0.0000	0.0000
Public-Non Institutions	E-voting	3,189,221	150,971	4.7338	150,705	266	99.8238	0.1761
	Poll	3,189,221	14,760	0.4628	14,756	4	99.9728	0.0271
	Total	3,189,221	0	0.0000	00	0	0.0000	0.0000
Total		**40,833,425**	**34,907,884**	**85.4885**	**34,907,614**	**270**	**99.9992**	**0.0008**

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

eClerx Services Limited Mumbai

Mehta & Mehta

COMPANY SECRETARIES
NAVJIVAN SOCIETY BLDG. NO. 3, 12TH FLOOR, OFFICE No. 9, LAMINGTON ROAD, MUMBAI - 400 008.
TEL. : 022-6611 9696 ☐ E-mail : dipti@mehta-mehta.com ☐ Website : www.mehta-mehta.com

AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT

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

16th Annual General Meeting of the Members of eClerx Services Limited held on Wednesday, July 13, 2016 at Walchand Hirachand Hall, Indian Merchants' Chamber, LNM IMC Building, Churchgate, Mumbai 400 020.

Dear Sir,

I, Anshul Kumar Jain, Practising Company Secretary and Partner, M/s. Mehta & Mehta, 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 polling paper at the 16th 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 remote e-voting and voting at the AGM through polling paper. For the purpose of remote e-voting, the Company engaged the services of Karvy Computershare Private Limited ("Karvy").

2. Voting rights were reckoned on the paid-up value of shares registered in the name of the Members as on Wednesday, July 6, 2016 (cut-off date).

3. The period for remote e-voting commenced on Saturday, July 9, 2016 (9.00 A.M. IST) and ended on Tuesday, July 12, 2016 (5.00 P.M. IST). Remote e-voting was blocked by Karvy at 5.00 P.M. IST on July 12, 2016.

4. The facility for voting through polling paper was made available at the AGM venue for the members attending the meeting and who had not cast their vote through remote e-voting. The ballot box kept at the AGM for this purpose was locked in my presence.

5. After the conclusion of voting at the AGM venue, the locked ballot box was opened and the polling papers were diligently scrutinized.

6. The polling papers were thereafter reconciled with the records maintained by the Company and the authorisations/ proxies lodged with the Company. The polling papers

ANSHUL KUMAR JAIN ★ C.P. NO. 13181 M. No. F 5547 ★ MEHTA & MEHTA, COMPANY SECRETARIES

which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.

7. Further, the votes cast through remote e-voting were unblocked in the presence of two witnesses' Ms. Madhu Thanvi and Ms. Bhavna Dave, neither of whom are in the employment of the Company. The report on votes cast through remote e-voting was generated from website of Karvy i.e. https://evoting.karvy.com.

8. The consolidated results of remote e-voting and voting through polling paper at the AGM are enclosed as Annexure to this report where all the resolutions were passed with requisite majority.

Thanking you,

Yours' faithfully,

ANSHUL KUMAR C. P. NO. 13181 M. No. F 5547 PARIKH & MEHTA, COMPANY SECRETARIES

Anshul Kumar Jain
Scrutinizer

FCS No : 5547
CP No : 13181

Place : Mumbai
Date : July 13, 2016

Enclosed : Annexure

We the undersigned have witnessed that the votes cast through remote e-voting were unblocked from website of Karvy i.e. https://evoting.karvy.com in our presence on Wednesday, July 13, 2016.

Name : Ms. Madhu Thanvi
Address : Ambika Towers, A-202, Near Pump House, Andheri (E), Mumbai- 400 093

Bhavna Dave

Name : Ms. Bhavna Dave
Address : C-6, Siddhi Vinayak Society, L. M. Marg, Dahisar (West), Mumbai - 400068

Countersigned by

X _____
Chairman or Director Authorised

Annexure

Item No. 1(a) and (b) Ordinary Resolution

(a) To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016 together with the Reports of the Board of Directors and the Auditors thereo; (b) to receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2016,together with the Reports of the Auditors thereon.

Particulars	Remote e-voting		Voting through polling paper at 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	126	34,677,142	15	14,760	141	34,691,902	100.00%
Votes against the resolution	-	-	-	-	-	-	0.00%
Invalid votes/Abstain	1	215,982	2	5,445	3	221,427	-

Item No. 2: Ordinary Resolution

To declare dividend for the year ended March 31, 2016 amounting to Re. 1 per share

Particulars	Remote e-voting		Voting through ballot/polling paper at 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	126	34,892,458	12	14,756	138	34,907,214	99.9981%
Votes against the resolution	1	666	3	4	4	670	0.0019%
Invalid votes/Abstain	-	-	2	5,445	2	5,445	-

ANSHUL KUMAR JAIN ★ C. P. No. 13181 M. No. 5547 ★ MEHTA & MEHTA, COMPANY SECRETARIES

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/polling paper at 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	122	24,655,236	14	14,756	136	24,669,992	99.9667%
Votes against the resolution	4	8,222	1	4	5	8,226	0.0333%
Invalid votes/Abstain	1	10,229,666	2	5,445	3	10,235,111	-

Item No. 4: Ordinary Resolution

To ratify the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Mumbai as Statutory Auditors of the Company and to authorise the Board of Directors (including Audit Committee) to fix their remuneration, and if thought fit, to pass the following resolution as an Ordinary Resolution:

Particulars	Remote e-voting		Voting through ballot/polling paper at 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	125	34,892,858	14	14,756	139	34,907,614	99.9992%
Votes against the resolution	2	266	1	4	3	270	0.0008%
Invalid votes/Abstain	-	-	2	5,445	2	5,445	

ANSHUL KUMAR JAIN ★ C. P. NO. 13181 ★ M. No. F 5547 ★ MEHTA & MEHTA, COMPANY SECRETARIES