



eClerx Services Limited

CIN: L72200MH2000PLC125319

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

Phone No.: +91 (22) 6614 8301, Fax No.: +91 (22) 6614 8655

Email Id: investor@eclerx.com, Website: www.eclerx.com

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Dear Member(s),

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014, to transact the special business as set out hereunder by the Members of eClerx Services Limited ('the Company') by passing resolution(s) through Postal Ballot.

The proposed resolution(s) and the Explanatory Statement stating the facts as required in terms of Section 102 of the Act are appended below.

The Board of Directors of the Company has appointed Ms. Savita Jyoti of M/s. Savita Jyoti Associates, Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot process and Remote e-voting in a fair and transparent manner.

In case of voting by use of physical Postal Ballot Form, please read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope so as to reach the Scrutinizer on or before 5.00 p.m. (IST) on Thursday, October 25, 2018. Postal Ballot Forms received after 5.00 p.m. (IST) on Thursday, October 25, 2018 will be treated as invalid.

In compliance with Section 108 and 110 of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to its Members to exercise their right to vote on the resolutions appended to this Notice by electronic means ('Remote e-voting') instead of physical submission of the Form to the Scrutinizer. For this purpose, the Company has availed electronic voting platform of M/s. Karvy Computershare Private Limited ('Karvy' / 'Registrar and Transfer Agent') for facilitating e-voting. The instructions for Remote e-voting are provided hereunder.

After completion of the scrutiny of the Forms and the electronic votes, the Scrutinizer will submit her report to the Chairman or any other authorized Director of the Company. The results of the Postal Ballot along with the Scrutinizer's report will be declared on or before 7.00 p.m. (IST) on Friday, October 26, 2018, at the Corporate Office of the Company and intimated to the BSE Limited and National Stock Exchange of India Limited and also displayed on the Company's website viz. www.eclerx.com.

SPECIAL BUSINESS:

I. Amendment of the Employee Stock Scheme / Plan 2015

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with the applicable Rules, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and such other necessary approvals, sanctions, consents, permissions as may be required from any appropriate statutory or regulatory authorities, if applicable, and subject to such conditions as may be prescribed by any of them while granting such approvals / sanctions / permissions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as '**the Board**', which term shall be deemed to include any Committee(s) of the Board, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers including the powers conferred on the Board by this resolution), the consent of the Members be and is hereby accorded for amending the Employee Stock Scheme/Plan 2015 (hereinafter referred to as '**the Scheme 2015**') which was approved by the Members at the Annual General Meeting of the Company held on July 17, 2015 and as further amended by the Nomination and Remuneration Committee and the Board of Directors on September 16, 2018 and September 18, 2018 respectively, as per the details set out in the Explanatory Statement.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including giving effect to the aforesaid amendment in the Scheme 2015 and to settle all queries or doubts that may arise in relation to the implementation and formulation of the Scheme 2015 to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT Mr. PD Mundhra, Executive Director, Mr. Rohitash Gupta, Chief Financial Officer and Mr. Pratik Bhanushali, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds and things as deemed necessary to give effect to the foregoing resolutions."

2. Re-appointment of Mr. Pradeep Kapoor as Non-Executive Independent Director – Chairman of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, read with applicable Rules and Schedule IV of Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Pradeep Kapoor (DIN: 00053199), who was appointed as Non-Executive Independent Director and who holds office as such upto March 31, 2019, be and is hereby re-appointed as Non-Executive Independent Director – Chairman of the Company for the second term of 5 (five) consecutive years starting from April 1, 2019 till March 31, 2024, not liable to retire by rotation.

RESOLVED FURTHER THAT Mr. PD Mundhra, Executive Director, Mr. Rohitash Gupta, Chief Financial Officer and Mr. Pratik Bhanushali, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds and things as deemed necessary to give effect to the foregoing resolution.”

3. Re-appointment of Mr. Anish Ghoshal as Non-Executive Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, read with applicable Rules and Schedule IV of Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Anish Ghoshal (DIN: 00276807), who was appointed as Non-Executive Independent Director and who holds office as such upto March 31, 2019, be and is hereby re-appointed as Non-Executive Independent Director of the Company for the second term of 5 (five) consecutive years starting from April 1, 2019 till March 31, 2024, not liable to retire by rotation.

RESOLVED FURTHER THAT Mr. PD Mundhra, Executive Director, Mr. Rohitash Gupta, Chief Financial Officer and Mr. Pratik Bhanushali, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds and things as deemed necessary to give effect to the foregoing resolution.”

4. Re-appointment of Mr. Biren Gabhawala as Non-Executive Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, read with applicable Rules and Schedule IV of Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Biren Gabhawala (DIN: 03091772), who was appointed as Non-Executive Independent Director and who holds office as such upto March 31, 2019, be and is hereby re-appointed as Non-Executive Independent Director of the Company for the second term of 5 (five) consecutive years starting from April 1, 2019 till March 31, 2024, not liable to retire by rotation.

RESOLVED FURTHER THAT Mr. PD Mundhra, Executive Director, Mr. Rohitash Gupta, Chief Financial Officer and Mr. Pratik Bhanushali, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds and things as deemed necessary to give effect to the foregoing resolution.”

5. Re-appointment of Mr. Alok Goyal as Non-Executive Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, read with applicable Rules and Schedule IV of Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Alok Goyal (DIN: 05255419), who was appointed as Non-Executive Independent Director and who holds office as such upto March 31, 2019, be and is hereby re-appointed as Non-Executive Independent Director of the Company for the second term of 5 (five) consecutive years starting from April 1, 2019 till March 31, 2024, not liable to retire by rotation.

RESOLVED FURTHER THAT Mr. PD Mundhra, Executive Director, Mr. Rohitash Gupta, Chief Financial Officer and Mr. Pratik Bhanushali, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds and things as deemed necessary to give effect to the foregoing resolution.”

6. Re-appointment of Ms. Deepa Kapoor as Non-Executive Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, read with applicable Rules and Schedule IV of Companies Act, 2013, Securities and Exchange Board of

India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Ms. Deepa Kapoor (DIN: 06828033), who was appointed as Non-Executive Independent Director and who holds office as such upto March 31, 2019, be and is hereby re-appointed as Non-Executive Independent Director of the Company for the second term of 5 (five) consecutive years starting from April 1, 2019 till March 31, 2024, not liable to retire by rotation.

RESOLVED FURTHER THAT Mr. PD Mundhra, Executive Director, Mr. Rohitash Gupta, Chief Financial Officer and Mr. Pratik Bhanushali, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds and things as deemed necessary to give effect to the foregoing resolution.”

By order of the Board of Directors
For **eClerx Services Limited**

Sd/-
Pratik Bhanushali
Company Secretary & Compliance Officer
F8538

Mumbai, September 18, 2018

Registered Office:

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

CIN: L72200MH2000PLC125319

Website: www.eClerx.com, Email: investor@eclerx.com

Tel: +91 (22) 6614 8301, Fax: +91 (22) 6614 8655

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act setting out the material facts and reasons in respect of the proposed special business is given hereunder.
2. The Postal Ballot Notice is being sent to the Members of the Company whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, September 14, 2018. The Postal Ballot Notice is being sent to the Members in electronic form to the email IDs registered by them with their Depository Participants (in case of electronic shareholding) and with the Company's Registrar and Transfer Agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage pre-paid self-addressed Business Reply Envelope.

3. Members whose names appear on the Register of Members /List of Beneficial Owners as on Friday, September 14, 2018 will be considered for the purpose of voting. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on Friday, September 14, 2018. A person who is not a Member on that date should treat this notice for information purpose only.
4. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an email to investor@eclerx.com or einward.irs@karvy.com. The Company or Karvy shall forward the same along with postage pre-paid self-addressed Business Reply Envelope to the Member.
5. Members who have received the Postal Ballot Notice by email and who wish to vote through Physical Form may download the Postal Ballot Form attached in the email or from the Company's website www.eclerx.com and send the duly completed and signed Postal Ballot Form to the Scrutinizer so as to reach the Scrutinizer on or before 5.00 p.m. (IST) on Thursday, October 25, 2018.
6. Member can opt for only one mode of voting, i.e. either by Physical Postal Ballot Form or Remote e-voting. If a Member cast their votes through both the modes, votes cast through physical Postal Ballot Form will be treated as invalid.
7. Members desiring to exercise their vote by physical Postal Ballot Form are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed postage pre-paid self-addressed Business Reply Envelope to the Scrutinizer, so as to reach the Scrutinizer not later than 5.00 p.m. (IST) on Thursday, October 25, 2018. The postage will be borne by the Company. However, envelopes containing Postal Ballots, if sent at the expense of the Members will also be accepted. Any Postal Ballot Form received after 5.00 p.m. (IST) on Thursday, October 25, 2018 will be considered invalid.
8. The Board of Directors of the Company has appointed Ms. Savita Jyoti of M/s. Savita Jyoti Associates, Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot process and the Remote e-voting process in a fair and transparent manner.
9. The Scrutinizer will submit her report to the Chairman or any other authorized Director, after completion of the scrutiny of the Forms and the electronic votes. The results of the Postal Ballot along with the Scrutinizer's report will be displayed on the Company's website www.eclerx.com and communicated to the BSE Limited and National Stock

Exchange of India Limited where the Company's shares are listed. The results will also be published in the newspapers. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date for receipt of the duly completed Postal Ballot Form or Remote e-voting.

- 10. The Scrutinizer's decision on the validity of a Postal Ballot Form shall be final and binding.
- 11. Members who have not registered their email IDs so far are requested to register the same with the Company, Karvy or Depository Participant(s) to get all the information of the Company at the click of the mouse. Members are also requested to immediately notify any changes in their address and/or email IDs to the Company or Karvy at their respective addresses as mentioned in this Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE ACT

Item No. 1

The Company had introduced the Employee Stock Scheme/ Plan 2015 ('the Scheme 2015') with effect from July 17, 2015 to reward the Employees for their association with the Company and their performance as well as to motivate them to contribute to the growth and profitability of the Company.

In terms of the provisions of the Scheme 2015, the Company is authorized to provide loan(s) upto ₹ 900 Million (Rupees Nine Hundred Million Only) to Employee Welfare Trust ("Trust") for purchase/acquisition of shares from the secondary market in one or more tranche(s). The said limit of ₹ 900 Million (Rupees Nine Hundred Million Only) has been utilised by the Trust.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, approved the amendment to the Scheme 2015 by way of a resolution passed by circulation on September 18, 2018 for increasing the aforementioned limits for providing loan(s) to the Trust upto ₹ 1,500 Million (Rupees Fifteen Hundred Million Only), subject to the approval of the Members.

The Board of Directors of the Company are of the view that the amendments to the Scheme 2015 are not prejudicial to the interests of the option holders.

A copy of the Scheme 2015, is available for inspection, by the Members without any fee, at the Registered Office of the Company during normal business hours on any working day (except Saturday and Sunday) till 5.00 p.m. (IST), Thursday, October 25, 2018.

Details of the proposed amendment to the Scheme

Existing Clause No. 4.5	Amended Clause No. 4.5
<p>The Company will provide loan to the Trust to purchase shares from secondary market. The total amount of loan which can be outstanding at any point of time, shall not exceed ₹ 900 Million. The tenure thereof will be 6 years from the date of disbursement or such other period fixed by the Nomination and Remuneration Committee, in the best interest of this Employee Welfare Trust and the Company. The funds so procured by the Employee Welfare Trust will be utilized by the Employee Welfare Trust for, inter-alia, acquisition of shares from the secondary market. The repayment terms shall be mutually determined between the Nomination and Remuneration Committee and the Independent Trustees, which will be appointed for the Trust.</p>	<p>The Company will provide loan to the Trust to purchase shares from secondary market. The total amount of loan which can be outstanding at any point of time, shall not exceed ₹ 1,500 Million (Rupees Fifteen Hundred Million Only). The tenure thereof will be 6 years from the date of disbursement or such other period fixed by the Nomination and Remuneration Committee, in the best interest of this Employee Welfare Trust and the Company. The funds so procured by the Employee Welfare Trust will be utilized by the Employee Welfare Trust for, inter-alia, acquisition of shares from the secondary market. The repayment terms shall be mutually determined between the Nomination and Remuneration Committee and the Independent Trustees, which will be appointed for the Trust.</p>

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested in the resolution, except to the extent of the securities that may be offered to them under the Scheme 2015.

The Directors accordingly commend the Resolution at Item No. 1 of the Notice, for the approval of the Members of the Company.

Item Nos. 2 to 6

Mr. Pradeep Kapoor (DIN: 00053199), Mr. Anish Ghoshal (DIN: 00276807), Mr. Biren Gabhawala (DIN: 03091772), Mr. Alok Goyal (DIN: 05255419) and Ms. Deepa Kapoor (DIN: 06828033) were appointed as Non-Executive Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, to hold office as such upto March 31, 2019.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of Directors' skills, experience, qualifications and the performance evaluation, has recommended re-appointment of Mr. Pradeep Kapoor, Mr. Anish Ghoshal, Mr. Biren Gabhawala, Mr. Alok Goyal and Ms. Deepa Kapoor for the second term of 5 (five) consecutive years on the Board of the Company.

The Board of Directors, as per the recommendation of the Nomination and Remuneration Committee, proposes to re-appoint Mr. Pradeep Kapoor, Mr. Anish Ghoshal, Mr. Biren Gabhawala, Mr. Alok Goyal and Ms. Deepa Kapoor as Non-Executive Independent Directors for the second term of 5 (five) consecutive years with effect from April 1, 2019 till March 31, 2024.

Mr. Pradeep Kapoor, Mr. Anish Ghoshal, Mr. Biren Gabhawala, Mr. Alok Goyal and Ms. Deepa Kapoor are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has also received declarations from Mr. Pradeep Kapoor, Mr. Anish Ghoshal, Mr. Biren Gabhawala, Mr. Alok Goyal and Ms. Deepa Kapoor that they meet with the criteria of independence as prescribed both under Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

In the opinion of the Board, Mr. Pradeep Kapoor, Mr. Anish Ghoshal, Mr. Biren Gabhawala, Mr. Alok Goyal and Ms. Deepa Kapoor fulfil the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations and are independent of the management.

Brief profile of the Directors whose re-appointment as Non-Executive Independent Directors is proposed at Item Nos. 2 to 6, are provided in the 'Annexure' to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings ('SS-2'), issued by the Institute of Company Secretaries of India.

Copy of draft letter of appointment of the Independent Directors setting out the terms and conditions of their appointment is available for inspection by the Members without any fees at the registered office of the Company during normal business hours on any working day (except Saturday and Sunday) till 5.00 p.m. (IST), Thursday, October 25, 2018 and is also available on the website of the Company www.eclerx.com.

Mr. Pradeep Kapoor, Mr. Anish Ghoshal, Mr. Biren Gabhawala, Mr. Alok Goyal and Ms. Deepa Kapoor are interested in the resolutions set out respectively at Item Nos. 2 to 6 of the Notice with regard to their respective re-appointments. The relatives of Mr. Pradeep Kapoor, Mr. Anish Ghoshal, Mr. Biren Gabhawala, Mr. Alok Goyal and Ms. Deepa Kapoor may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company.

The Directors accordingly commend the Resolution at Item Nos. 2 to 6 of the Notice, for the approval of the Members of the Company.

ANNEXURE TO THE NOTICE DATED SEPTEMBER 18, 2018

PROFILE OF THE NON-EXECUTIVE INDEPENDENT DIRECTORS SEEKING RE-APPOINTMENT THROUGH POSTAL BALLOT

Particulars	Pradeep Kapoor	Anish Ghoshal	Biren Gabhawala	Alok Goyal	Deepa Kapoor
DIN	00053199	00276807	03091772	05255419	06828033
Designation	Non-Executive Independent Director - Chairman	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director
Age	73	54	53	47	50
Profession	Business Executive	Legal Practitioner	Practicing Chartered Accountant	Business Executive	Business Executive
Qualification	Bachelor's degree in Mechanical Engineering	Bachelor's Degree in law	Chartered Accountant	MBA, MS in Computer Sciences and B.Tech in Computer Science and Engineering	MBA, Majors in Computer Science and Mathematics
Date of first appointment on the Board	August 11, 2007	August 11, 2007	May 18, 2011	May 18, 2012	March 11, 2014
Experience (including expertise in specific functional area / Brief Resume	<p>He has been associated with the infrastructure industry, especially engineering, manufacturing and construction industry for approx. 49 years. Under his leadership, a number of cement plants, mineral processing plants, and infrastructure projects have been constructed. He has been the Managing Director and CEO of Trafalgar House Construction Limited and FL Smidth Limited and the Vice Chairman/ Managing Director/ CEO of ABG Cement Limited and of ABG Energy Limited. He also has been the Chairman of Fuller Infotech Private Limited, the Director of FLS Automation Private Limited and the CEO of Dosdal Limited and of Sanghi Industries Limited.</p>	<p>He has been involved in legal practice since 1990, specializing in corporate, regulatory laws, acquisitions, joint ventures, labour laws, real estate and intellectual property laws. He is currently a partner in Dua Associates, Advocates and Solicitors.</p>	<p>He has been in practice for 32 years. He is a Senior Partner of M/s. C. M. Gabhawala & Co. Chartered Accountants and specialises in Direct and Indirect Taxation, FEMA, International Taxation, Mergers and Acquisitions. He provides consultancy both to national and international companies, as well as Audit and Assurance Services.</p>	<p>He is a Partner at Stellaris Venture Partners, an early stage technology focused venture capital firm based out of Bangalore. He focuses on investments in enterprise software, logistics and automotive companies. On behalf of Stellaris, he is on the board of Whatfix, Noticeboard and Loadshare. Prior to Stellaris, he was a Partner at Helion Ventures, where he led enterprise software and services investments. Before his career in venture capital, he was the Chief Operating Officer (COO) of SAP India and had been associated with SAP since the year 2004 in various leadership roles in the United States and in India.</p>	<p>She has an overall experience for approx. 26 years and has held various positions in companies like Lucent Technologies and Genpact where she was leading and growing businesses. She has also led the CSR, skill development and HR charter at an infrastructure company. Presently, she is engaged in leading an education start up in the space of learning.</p>

Particulars	Pradeep Kapoor	Anish Ghoshal	Biren Gabhawala	Alok Goyal	Deepa Kapoor
				Before SAP, he has also worked with Siebel Systems, The McKenna Group, McKinsey & Company and Cadence Design Systems.	
Terms and conditions of re-appointment	As per the resolution at Item No. 2 of this Notice, Mr. Pradeep Kapoor is proposed to be re-appointed as Non-Executive Independent Director-Chairman, not liable to retire by rotation	As per the resolution at Item No. 3 of this Notice, Mr. Anish Ghoshal is proposed to be re-appointed as Non-Executive Independent Director, not liable to retire by rotation	As per the resolution at Item No. 4 of this Notice, Mr. Biren Gabhawala is proposed to be re-appointed as Non-Executive Independent Director, not liable to retire by rotation	As per the resolution at Item No. 5 of this Notice, Mr. Alok Goyal is proposed to be re-appointed as Non-Executive Independent Director, not liable to retire by rotation	As per the resolution at Item No.6 of this Notice, Ms. Deepa Kapoor is proposed to be re-appointed as Non-Executive Independent Director, not liable to retire by rotation
Relationship with other directors and Key Managerial Personnel of the Company	Not related to any Director/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel
Directorships held in other Companies	Anvita Infrastructure Private Limited	1. Netel (India) Limited 2. Koch Chemical Technology Group India Private Limited 3. Uttam Foma Techno Cast Private Limited	3M India Limited	1. ISKCON Farms Lands Private Limited 2. Quicko Technosoft Labs Private Limited 3. 930 Technologies Private Limited 4. Loadshare Networks Private Limited	NA
Memberships/ Chairmanships held in committees of the Board of other companies	NA	NA	3M India Limited: 1. Audit Committee – Chairman 2. Stakeholder’s Relationship Committee – Chairman.	NA	NA
The number of meetings of the Board attended during the financial year 2018-2019	1 out of 2	2 out of 2	2 out of 2	1 out of 2	2 out of 2
Remuneration last drawn for the financial year ended March 31, 2018 (including sitting fees) (₹ in Million)	1.87	1.85	1.89	1.81	1.87
Remuneration proposed to be paid	As per the existing terms and conditions and in accordance with the provisions of Companies Act, 2013				
Shares held in the Company as on the date of Notice	7,336	2	6,231	NA	NA

INSTRUCTIONS FOR REMOTE E-VOTING:

In compliance with the provisions of Sections 108 and 110 of the Act, read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members, the facility to exercise their right to vote on resolutions proposed to be considered through Postal Ballot by electronic means and the business may be transacted through e-voting services arranged by Karvy Computershare Private Limited ('Karvy').

The Remote e-voting period commences on Wednesday, September 26, 2018 at 9.00 a.m. (IST) and ends on Thursday, October 25, 2018 at 5.00 p.m. (IST). During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on Friday, September 14, 2018, may cast their vote by electronic means. The Remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

The process and manner for Remote e-voting is 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.
- 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) Members 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 email ID: savitajyoti@yahoo.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 at the bottom of the Postal Ballot Form enclosed with this Notice.

EVEN (E-Voting Event Number)	USER ID	Password
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- (ii) Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.

In case of any query and/or grievance in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and e-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. S. V. Raju, Deputy General Manager (Unit: eClerx Services Limited) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500 032, India or at evoting@karvy.com or phone no. 040 – 6716 1500 or call Karvy's toll free No. 1-800- 3454- 001 for any further clarifications.