



eClerx Services Limited

Regd. Off.: Sonawala Building, 1st Floor, 29 Bank Street, Fort, Mumbai - 400 023.
Tel: +91 (22) 6614 8301 Email: investor@eClerx.com Website: www.eClerx.com

NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956

Dear Member(s)

NOTICE is hereby given, *inter - alia*, pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 (including any statutory modification or re-enactment thereof for the time being in force), that the resolution appended below for the purpose of amending Article 24 of the Articles of Association of the Company, is proposed to be passed as Special Resolution, by way of Postal Ballot.

The Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons thereof is annexed. The said Special Resolution and the Explanatory Statement is being sent to you along with a Postal Ballot Form (the "Form") for your consideration.

The Board of Directors of the Company has appointed Ms. Savita Jyoti of M/s. Savita Jyoti Associates, Practicing Company Secretary as a Scrutinizer to scrutinize the Ballot papers / electronic responses received from the Members and for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form and return the same duly completed, in the attached self addressed, postage pre-paid envelop (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 6.00 p.m. on Friday, May 31, 2013. In compliance with the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 and SEBI's circular no. CIR/CFD/DIL/6/2012 dated July 13, 2012, the Company is also offering e-voting facility as an alternate mode of voting, to its Member who can cast their vote electronically instead of physical submission of the Postal Ballot forms. For this purpose, the Company has signed an agreement with the Central Depository Services (India) Limited (CDSL) for facilitating e-voting platform. Upon completion of the scrutiny of Forms / electronic responses, the Scrutinizer will submit her report to the Chairman of the Company. The results of the Postal Ballot will be announced on Tuesday, June 4, 2013 at 4.00 p.m. at the Registered Office of the Company.

The Members are requested to consider and, if thought fit, to pass the following resolution. The resolution, if approved will be taken as passed effectively on the date of declaration of results of Postal Ballot.

SPECIAL BUSINESS:

TO AMEND THE ARTICLES OF ASSOCIATION OF THE COMPANY.

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

"RESOLVED THAT pursuant to Section(s) 77A, 77AA, 77B and all other applicable provisions, if any, of the Companies Act, 1956, and the provisions of the Securities Exchange Board of India (Buy-Back of Securities) Regulations, 1998 ("the buy-back regulations") including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to all requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions, which may be agreed to by the Board of Directors of the Company and/or a duly authorised Committee thereof for the time being exercising the powers conferred by the Board of Directors (hereinafter referred to as "the Board"), the consent of the Company be and is hereby accorded for amending Article 24 of the Articles of Association of the Company in the following manner, so that the extant Article 24 be replaced as follows:

"24. The Company and/or the Board of Directors shall have power, subject to and in accordance with Sections 77A, 77AA, 77B and other applicable provisions of the Companies Act, 1956 or the corresponding provisions, rules, regulations and guidelines prescribed by the Government of India, the Securities and Exchange Board of India or any other authority, to purchase any of its own fully paid up securities or other specified securities whether or not they are redeemable and may make a payment out of its free reserves or securities premium account of the Company or proceeds of any shares or other specified securities, provided that no buy back of any kind of shares or other specified securities shall be made out of the proceeds of an earlier issue of the same kind of shares or same kind of other specified securities or from such other sources as may be permitted by law on such terms, conditions and in such manner as may be prescribed by the law from time to time in respect of such purchase."

RESOLVED FURTHER THAT Mr. V K Mundhra, Chairman, Mr. P D Mundhra, Executive Director, Mr Rohitash Gupta, Chief Financial Officer and Mr. Gaurav Tongia, Company Secretary be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution(s)."

By order of the Board of Directors
For eClerx Services Limited

Gaurav Tongia
Company Secretary

Date: April 9, 2013

Registered Office:

Sonawala Building, 1st Floor,
29 Bank Street, Fort, Mumbai - 400 023



EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

The Article 24 of the extant Articles of Association ("AOA") of the Company provides that the Company is allowed to buy-back its shares from the existing Members after passing a Special Resolution in accordance with Section 77A and other applicable provisions of the extant Companies Act, 1956 ("the Act") and SEBI (Buy-back of Securities) Regulations, 1998 and any amendment thereof.

The existing Article 24 of the AOA of the Company is reproduced below:

24. The Company may, by special resolution, purchase its own securities or other securities, subject to such limits and on such terms and conditions specified under Section 77A and other applicable provisions of the Act and rules or regulations framed there under and SEBI (Buy Back of Securities) Regulations, 1998.

As per the extant Section 77A of the Act, a buy-back by the Board of Directors is allowed if the quantity of buy-back is or less than 10% of the paid up equity capital and free reserves of the Company. It is therefore proposed to amend the existing Article 24 of AOA so that the Board of Directors is allowed to buy-back to the extent permitted pursuant to Section 77A of the Act and any other Acts or Rules as may be applicable from time to time. The said amendment will bring the said Article in line with provisions of the Companies Act, 1956.

The Board of Directors of the Company at its Meeting held on April 9, 2013, *inter - alia*, proposed, for the approval of Members by way of a special resolution, to amend the Article so that the Board is allowed to buy-back as aforesaid. Your Board recommends the passing of the resolution set out in the accompanying notice for the approval of the Members.

Copy(ies) of the Memorandum and Articles of Association of the Company proposed to be amended by the Company (on approval by Members of this Resolution) shall be made available for inspection at the Registered Office of the Company on all working days between 11.00 am and 6.00 pm.

Your approval is sought by voting via Postal Ballot in terms of the provisions of Section 192A of the Companies Act, 1956, read with the provisions of the Companies (Passing of Resolutions by Postal Ballot) Rules, 2011.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution(s), except to the extent of their shareholding.

By order of the Board of Directors
For eClerx Services Limited

Gaurav Tongia
Company Secretary

Date: April 9, 2013

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



SPECIMEN **eClerx Services Limited**

Regd. Off.: Sonawala Building, 1st Floor, 29 Bank Street, Fort, Mumbai - 400 023.
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POSTAL BALLOT FORM

(Please read the instructions sheet overleaf before completing the Form)

Serial No. _____

1. Name(s) of Member(s) :
(Including joint-holders, if any)
(In Block Letters)

2. Registered address of the sole/first
named Member :



3. Registered Folio No. /
DP ID No. & Client ID No.* :
(*Applicable to investors holding
shares in dematerialised form)

4. No. of Shares held :

5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through
Postal ballot for the business stated in the notice of the Company by conveying my/our assent
or dissent to the said Resolution 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.	To amend the Articles of Association of the Company			

Date:

Place :

(Signature of the Member)

ELECTRONIC VOTING PARTICULARS

<u>EVS</u> (ELECTRONIC VOTING SEQUENCE NUMBER)	<u>USER ID</u>	<u>PASSWORD</u>

INSTRUCTIONS

1. The Explanatory Statement pursuant to Sections 173 and 192A of the Companies Act, 1956 (the Act) setting out the material facts and reasons in respect of the proposed Resolutions are annexed hereto.
2. 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 pre-paid envelope not later than by close of working hours i.e. 6:00 p.m. on Friday, May 31, 2013. Postal Ballot Form received after this time / date will be strictly treated as if the reply from such Member has not been received.
3. 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.
4. 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.
5. As a part of "Green Initiative" introduced by the Ministry of Corporate Affairs, which allows paperless communication via emails as an acceptable mode of Service of Notice(s)/document(s) to the Members, the Company is sending soft copies of this Notice along with explanatory statement and Postal Ballot Form to the email address. The Members are still entitled to receive physical copies of the Notice(s)/document(s) at no extra cost on request. The hard copy of the Postal Ballot forms has been dispatched to those who have not provided their email address or have not opted for this facility with the Company/RTA/Depository Participant.
6. 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.
7. The instructions for e-voting are as under:
 - i. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.
 - ii. Now click on "Share Holders" to cast your votes.
 - iii. Now, select the "Electronic Voting Sequence Number" (EVS/N) alongwith "eClerx Services Limited" from the drop down menu and click on SUBMIT.
 - iv. Now, fill up the following details in the appropriate boxes:

Enter	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User – ID	For NSDL - 8 Character DP ID & 8 digits Client ID. For CDSL - 16 digits Beneficiary ID.	Registered Folio Number with the Company
Password I. For shareholders who have voted before on CDSL's E - voting system	Enter you existing Password	Enter the Password to be sent by the Company (For seeking the Password, the Members are requested to send a signed request letter informing an email id at which Password & Default Number would be sent by the Company. Such request should be sent at the Registered Office of the Company / the Registrar and Share Transfer Agent.)
II. For shareholders using the CDSL's E - voting system for the first time	Your Unique Password has been printed on the Postal Ballot Form.	
PAN or Default Number	Enter your 10 digit alphanumeric Permanent Account Number issued by the Income Tax Department.	Enter the Default Number sent to you by the Company (alongwith the Password) on your email id as provided by the Company.
- v. After logging in the details of "User id, Password, PAN or Default Number", the Members holding shares in physical form will reach directly to the voting screen.
- vi. Members holding shares in Demat form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of atleast one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password is to be also used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- viii. For Members holding shares in Physical form, the password and default number can be used only for e-voting on the resolutions contained in this Postal Ballot Notice.
- ix. On the voting page, you will see Resolution Description and option for voting YES/NO against Resolution Description. The option YES implies that you assent to the Resolution and NO implies that you dissent to the Resolution. Enter the number of shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding.
- x. Click on the Resolution File Link if you wish to view the entire resolution file.
- xi. After selecting the resolution you have decided to vote on, click on SUBMIT. A confirmation box will be displayed. If you wish to confirm your vote, click on OK, else to change your vote, click on CANCEL and accordingly modify your vote.
- xii. **ONCE YOU HAVE VOTED ON THE RESOLUTION, YOU WILL NOT BE ALLOWED TO MODIFY YOUR VOTE.**
- xiii. Then click on "OK" if you wish to confirm your vote and then you will be logged out.
- xiv. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at savitajyoti@yahoo.com with a copy marked to helpdesk.evoting@cdslindia.com.
- xv. Kindly note that the members can opt only one mode for voting i.e. either by Physical ballot or by e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice-versa. However, in case Member(s) cast their vote both via Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.
- xvi. If you wish to provide feedback on the e-voting system or have any queries or issues regarding e-voting, please contact on helpdesk.evoting@cdslindia.com, or on einward.nis@kavya.com.
8. Voting Rights shall be reckoned on the paid up value of shares registered in the name of the Member(s) as on Friday, April 12, 2013 being the date immediately after the Board Meeting held on April 9, 2013.
9. 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.
10. Only Member(s) who is entitled to vote is entitled to exercise his/her vote through Postal Ballot. The right of voting by Postal Ballot shall not be exercised by a Proxy.
11. Members are requested to fill in Postal Ballot Form in indelible ink and avoid any overwriting.
12. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date herein specified.
13. All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days except Saturday between 11.00 a.m. to 6.00 p.m.
14. The Scrutinizer's decision on the validity of a Postal Ballot Form shall be final and binding.
15. The Chairman and in his absence, any person authorized by the Chairman will announce the result of Postal Ballot at 4:00 p.m. on Tuesday, June 4, 2013.
16. The date of declaration of the result of Postal Ballot will be taken to be the date of passing of the resolution.