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

November 4, 2015

1. National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (E)
Mumbai-400051

Fax: 022-2659 8237/38,
022-2659 8347/48

2. Department of Corporate Services,
Bombay Stock Exchange Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 023.

Fax: 022-2272 3121/2037/2041/
022-2272 2039/3719/1278/2061

Dear Sirs,

Sub: **6 copies of Postal Ballot Notice and Ballot Form**

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

This is to inform you that the Postal Ballot Notice and Form for seeking shareholders approval, for the following items and matter related thereto, are being dispatched to the shareholders of the Company:

i. Issue of Bonus Shares By Way of Capitalisation of Free Reserves in the ratio of 1 (One) Bonus Equity Share of Rs. 10/- (Rupees Ten Only) each for every 3 (Three) Equity Shares of Rs 10 each, held in the Company.

We are hereby submitting six copies of the said Postal Ballot Notice and the Postal Ballot Form (specimen) for your records.

Kindly request you to take note of the same and acknowledge receipt.

Thanking you,

Yours faithfully
For **eClerx Services Limited**

eClerx Services Limited Mumbai

(Gaurav Tongia)
Company Secretary

Encl: As above

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

NOTICE OF POSTAL BALLOT 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, and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the Listing Agreement and such other rules and regulations as may be applicable, that the resolution(s) appended to this Notice is proposed to be passed by way of Postal Ballot/ Remote e-Voting.

The Explanatory Statement pertaining to the said resolution(s) setting out the material facts concerning such item(s) and the reasons thereof are annexed hereto along with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Ms. Savita Jyoti of M/s. Savita Jyoti & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the Ballot papers / e-voting responses received from the Members and for conducting the Postal Ballot process and remote-voting in a fair and transparent manner. Upon completion of the scrutiny of Forms and electronic responses, the Scrutinizer will submit her report to the Chairman of the Company. The results of the Postal Ballot will be announced on Monday, 7th day of December 2015 at/before 6.00 p.m at the Registered Office of the Company.

The aforesaid result would be displayed at Registered Office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed, published in the newspapers and displayed along with the Scrutinizer's report on the Company's website viz.www.eclerx.com and Karvy's portal www.karvy.com.

In case of voting by use of physical Ballot Form, you are requested to carefully 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 (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 Saturday, 5th day of December 2015.

In compliance, *inter-alia,* with the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of Listing agreement, the Company is pleased to provide an option of e-voting facility as an alternate mode of voting, to its Member who can cast their vote electronically by way of electronic voting/ remote e-voting instead of physical submission of the Form. For this purpose, the Company has availed electronic voting platform of M/s. Karvy Computershare Private Limited ('Karvy') for facilitating e-voting. The detailed e-voting instructions have been elaborated under 'Notes' section.

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

SPECIAL BUSINESS:

1. ISSUE OF BONUS SHARES BY WAY OF CAPITALISATION OF FREE RESERVES

To consider and, if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:

"**RESOLVED THAT** pursuant to Memorandum and Article of Association of the Company, Section 63 and any other applicable provisions of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009; the Foreign Exchange Management Act, 1999; SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; the Listing Agreement entered into by the Company with the Stock Exchange(s) where the shares of the Company are listed & other applicable statues and provisions and approvals and permissions, if any, required from the regulatory authorities, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, which the Board constitutes/has constituted to exercise its powers, including the powers, conferred by this resolution), for capitalization of such amount out of the amount(s) standing to the credit of Free Reserves including but not limited to Securities Premium Account, General Reserves and/or such other accounts as are permitted to be utilized for the purpose, as per the audited accounts of the Company for the financial year ended March 31, 2015 for the purpose of issue of fully paid up Bonus Shares of Rs. 10/- each to the members whose names appear on the Register of Members/list of beneficial owners provided by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on such Record date as may be fixed in this regard, by the Board, in the ratio of 1 (One) Bonus Equity Share of Rs. 10/- (Rupees Ten Only) each for every 3 (Three) existing fully paid up Equity share of Rs. 10/- (Rupees Ten Only) each held, and the largest shareholder be allotted, issued and credited 0.5 fraction less than its entitlement, if need be.

RESOLVED FURTHER THAT the Bonus Equity Shares so issued shall be treated for all purposes as an increase in the nominal amount in the share capital of the Company held by each such member and not as an income or distribution in lieu of Dividend and the Bonus Equity Shares so issued shall rank *pari-passu* in all respects with the existing Equity Shares.

RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees of the bonus shares and that the certificate(s) in respect of bonus shares shall thereafter be dispatched to the allottees within the prescribed period except in respect of those allottees who are currently holding shares in dematerialised form, whose shares shall be credited to their respective demat accounts.

eClerx Services Limited Mumbai

RESOLVED FURTHER THAT incase of fractional shares, if any arising out of the issue and allotment of the Bonus Shares, the Company shall not issue any certificate or coupon in respect thereof but all such fractional entitlements, if any, shall be consolidated and the Bonus Shares, in lieu thereof, shall be allotted by the Board to one of the Directors of the Company, to be nominated by the Board for this purpose, who shall hold the same as trustee(s) for the members entitled thereto, and sell the said Shares so arising at the prevailing market rate and pay to the Company the net sale proceeds thereof, after adjusting there from the cost and expenses in respect of such sale, for distribution to Members in proportion to their fractional entitlements.

RESOLVED FURTHER THAT the issue and allotment of the said bonus shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Nationals, Person of Indian Origin (PIO)/ Overseas Corporate Bodies (OCBs) and other foreign members of the Company will be subject to the approval of the Reserve Bank of India (RBI) as may be necessary and the provisions of the Foreign Exchange Management Act, 1999.

RESOLVED FURTHER THAT pursuant to the issue of bonus share, fair and reasonable adjustment shall be made to the options under the extant Stock Options Schemes/plans i.e. ESOP 2008, ESOS 2011 & the Scheme 2015 of the Company as per SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and SEBI (Employee Stock Option Scheme and Employee Purchase Scheme) Guidelines, 2015 and THAT the+ Nomination and Remuneration Committee (as constituted for supervision and administration of the scheme(s)/plan(s)) be and is hereby authorized to make amendments to the above mentioned Schemes/plans as deemed fit, including adjustments to the Employee Stock Options granted to employees of the Company under the respective Scheme/plans, with respect to number of options and exercise price for the options granted in equal or appropriate proportion to the ratio of bonus shares to be issued to the shareholders of the Company and THAT the Committee be and is hereby authorised to delegate the powers hereunder, to any of the Director(s) and/or officer(s) of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its discretion, deem necessary, expedient or proper and to settle any questions, difficulties or doubt that may arise in this regard at any stage including at the time of listing of Securities and also to agree to such terms and conditions, as may be laid down by relevant authorities while granting any requisite approval.

RESOLVED FURTHER THAT for the purposes of giving effect to the bonus issue of equity shares resolved hereinbefore, the Board; any Committee thereof; designated director(s)/officer(s) authorized by the Board of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation, filing documents with the Ministry of Corporate Affairs (MCA), the Reserve Bank of India (RBI), the Securities Exchange Board of India (SEBI), the BSE Limited and the National Stock Exchange of India Limited."

By order of the Board of Directors
For eClerx Services Ltd

Date: November 2, 2015

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

Gaurav Tongia
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The Company has grown multifold over the period and recorded a turnover of more than Rs. 942 Crores for the year ended March 31, 2015, on a consolidated basis. The Company now has direct presence across countries with operations in India along with sales & marketing presence in US, UK, Germany, Singapore, Thailand and Italy.

With a view to encourage participation of small investors by making equity shares of the Company more affordable, increase the liquidity of the equity shares to expand shareholder base and to commemorate completion of 15 years, it is proposed to seek shareholders' approval for issue of bonus shares by way of capitalization of free reserves including but not limited to Securities Premium Account, General Reserves and/or such other accounts as are permitted to be utilized for the purpose.

It is proposed to issue Bonus shares to the shareholders of the Company in the ratio of 1 (One) Bonus fully paid equity share of Rs. 10/- (Rupees Ten Only) each for every existing 3 (Three) equity share of Rs. 10/- each already held in the Company, by way of capitalizing of such amount, as deemed necessary, out of the amount(s) standing to the credit of Free reserves as are permitted to be utilized for the purpose, as per the audited accounts of the Company for the Financial Year ended March 31, 2015.

Pursuant to SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and SEBI (Share Based Employee Benefits) Regulations, 2014, all options under different Employee Stock Option Plans, outstanding on the Record Date, to be determined by the Board of Directors/ Committee(s)/ Authorised person(s) of the Company, both vested and unvested including lapsed and forfeited options available for reissue, shall be proportionately adjusted.

None of the Directors, Key Managerial Personnel of Company or their relatives are concerned or interested in the said resolution, except to the extent of shares held by them / which may be allotted to them as part of this bonus issue.

By order of the Board of Directors
For eClerx Services Ltd

Date: November 2, 2015

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

Gaurav Tongia
Company Secretary

eClerx Services Limited Mumbai

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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

(Pleases 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. Number of equity shares held :

5. I/We hereby exercise my/our vote in respect of the Ordinary Resolution(s) to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company, dated November 2, 2015, 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.	Issue of Bonus shares by way of Capitalization of Free Reserves in the ratio of 1(One) Bonus Equity Share of Rs. 10/- (Rupees Ten Only) each for every 3 (Three) existing fully paid up Equity share of Rs. 10/- (Rupees Ten Only) each held in the Company			

Date :
Place :

(Signature of the shareholder)

- In case of authorized representative of a body corporate, certified true copy of the resolution viz. Board resolution/Power of Attorney should be send alongwith Postal Ballot Form.

ELECTRONIC VOTING PARTICULARS

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

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, October 23, 2015.
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, October 23, 2015.
4. 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.
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 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 Monday, December 07, 2015.
9. The date of declaration of the result of Postal Ballot including e-voting will be taken to be the date of passing of the resolution.

eClerx Services Limited Mumbai

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 pre-paid envelope not later than by close of working hours i.e. 6:00 p.m. on Saturday, December 05, 2015. 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, along with 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 herein**). 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 herein.

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: eclerxvoting@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 herein.**
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 **Friday, November 06, 2015 at 9:00 A.M. and ends on Saturday, December 05, 2015 at 6:00 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 voting/ e-voting), being Friday, October 23, 2015, may cast their vote by electronic means in the manner and process set out herein above. 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) or contact Mr. Varghese P A of Karvy Computershare Pvt Ltd at 040 44655000 or at 1800 345 4001 (toll free).
21. Last date for receipt of Postal Ballot Forms by Scrutinizer is Saturday, December 05, 2015 (before the close of the working hours i.e. 6.00 p.m.).
22. All timings mentioned herein are IST.

eClerx Services Limited Mumbai

eClerx Services Limited

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NOTICE OF POSTAL BALLOT 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, and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the Listing Agreement and such other rules and regulations as may be applicable, that the resolution(s) appended to this Notice is proposed to be passed by way of Postal Ballot/ Remote e-Voting.

The Explanatory Statement pertaining to the said resolution(s) setting out the material facts concerning such item(s) and the reasons thereof are annexed hereto along with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Ms. Savita Jyoti of M/s. Savita Jyoti & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the Ballot papers / e-voting responses received from the Members and for conducting the Postal Ballot process and remote-voting in a fair and transparent manner. Upon completion of the scrutiny of Forms and electronic responses, the Scrutinizer will submit her report to the Chairman of the Company. The results of the Postal Ballot will be announced on Monday, 7th day of December 2015 at/before 6.00 p.m at the Registered Office of the Company.

The aforesaid result would be displayed at Registered Office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed, published in the newspapers and displayed along with the Scrutinizer's report on the Company's website viz.www.eclerx.com and Karvy's portal www.karvy.com.

In case of voting by use of physical Ballot Form, you are requested to carefully 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 (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 Saturday, 5th day of December 2015.

In compliance, *inter-alia,* with the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of Listing agreement, the Company is pleased to provide an option of e-voting facility as an alternate mode of voting, to its Member who can cast their vote electronically by way of electronic voting/ remote e-voting instead of physical submission of the Form. For this purpose, the Company has availed electronic voting platform of M/s. Karvy Computershare Private Limited ('Karvy') for facilitating e-voting. The detailed e-voting instructions have been elaborated under 'Notes' section.

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

SPECIAL BUSINESS:

1. ISSUE OF BONUS SHARES BY WAY OF CAPITALISATION OF FREE RESERVES

To consider and, if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:

"**RESOLVED THAT** pursuant to Memorandum and Article of Association of the Company, Section 63 and any other applicable provisions of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009; the Foreign Exchange Management Act, 1999; SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; the Listing Agreement entered into by the Company with the Stock Exchange(s) where the shares of the Company are listed & other applicable statues and provisions and approvals and permissions, if any, required from the regulatory authorities, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, which the Board constitutes/has constituted to exercise its powers, including the powers, conferred by this resolution), for capitalization of such amount out of the amount(s) standing to the credit of Free Reserves including but not limited to Securities Premium Account, General Reserves and/or such other accounts as are permitted to be utilized for the purpose, as per the audited accounts of the Company for the financial year ended March 31, 2015 for the purpose of issue of fully paid up Bonus Shares of Rs. 10/- each to the members whose names appear on the Register of Members/list of beneficial owners provided by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on such Record date as may be fixed in this regard, by the Board, in the ratio of 1 (One) Bonus Equity Share of Rs. 10/- (Rupees Ten Only) each for every 3 (Three) existing fully paid up Equity share of Rs. 10/- (Rupees Ten Only) each held, and the largest shareholder be allotted, issued and credited 0.5 fraction less than its entitlement, if need be.

RESOLVED FURTHER THAT the Bonus Equity Shares so issued shall be treated for all purposes as an increase in the nominal amount in the share capital of the Company held by each such member and not as an income or distribution in lieu of Dividend and the Bonus Equity Shares so issued shall rank *pari-passu* in all respects with the existing Equity Shares.

RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees of the bonus shares and that the certificate(s) in respect of bonus shares shall thereafter be dispatched to the allottees within the prescribed period except in respect of those allottees who are currently holding shares in dematerialised form, whose shares shall be credited to their respective demat accounts.

eClerx Services Limited Mumbai

RESOLVED FURTHER THAT incase of fractional shares, if any arising out of the issue and allotment of the Bonus Shares, the Company shall not issue any certificate or coupon in respect thereof but all such fractional entitlements, if any, shall be consolidated and the Bonus Shares, in lieu thereof, shall be allotted by the Board to one of the Directors of the Company, to be nominated by the Board for this purpose, who shall hold the same as trustee(s) for the members entitled thereto, and sell the said Shares so arising at the prevailing market rate and pay to the Company the net sale proceeds thereof, after adjusting there from the cost and expenses in respect of such sale, for distribution to Members in proportion to their fractional entitlements.

RESOLVED FURTHER THAT the issue and allotment of the said bonus shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Nationals, Person of Indian Origin (PIO)/ Overseas Corporate Bodies (OCBs) and other foreign members of the Company will be subject to the approval of the Reserve Bank of India (RBI) as may be necessary and the provisions of the Foreign Exchange Management Act, 1999.

RESOLVED FURTHER THAT pursuant to the issue of bonus share, fair and reasonable adjustment shall be made to the options under the extant Stock Options Schemes/plans i.e. ESOP 2008, ESOS 2011 & the Scheme 2015 of the Company as per SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and SEBI (Employee Stock Option Scheme and Employee Purchase Scheme) Guidelines, 2015 and THAT the+ Nomination and Remuneration Committee (as constituted for supervision and administration of the scheme(s)/plan(s)) be and is hereby authorized to make amendments to the above mentioned Schemes/plans as deemed fit, including adjustments to the Employee Stock Options granted to employees of the Company under the respective Scheme/plans, with respect to number of options and exercise price for the options granted in equal or appropriate proportion to the ratio of bonus shares to be issued to the shareholders of the Company and THAT the Committee be and is hereby authorised to delegate the powers hereunder, to any of the Director(s) and/or officer(s) of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its discretion, deem necessary, expedient or proper and to settle any questions, difficulties or doubt that may arise in this regard at any stage including at the time of listing of Securities and also to agree to such terms and conditions, as may be laid down by relevant authorities while granting any requisite approval.

RESOLVED FURTHER THAT for the purposes of giving effect to the bonus issue of equity shares resolved hereinbefore, the Board; any Committee thereof; designated director(s)/officer(s) authorized by the Board of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation, filing documents with the Ministry of Corporate Affairs (MCA), the Reserve Bank of India (RBI), the Securities Exchange Board of India (SEBI), the BSE Limited and the National Stock Exchange of India Limited."

By order of the Board of Directors
For eClerx Services Ltd

Date: November 2, 2015

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

Gaurav Tongia
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The Company has grown multifold over the period and recorded a turnover of more than Rs. 942 Crores for the year ended March 31, 2015, on a consolidated basis. The Company now has direct presence across countries with operations in India along with sales & marketing presence in US, UK, Germany, Singapore, Thailand and Italy.

With a view to encourage participation of small investors by making equity shares of the Company more affordable, increase the liquidity of the equity shares to expand shareholder base and to commemorate completion of 15 years, it is proposed to seek shareholders' approval for issue of bonus shares by way of capitalization of free reserves including but not limited to Securities Premium Account, General Reserves and/or such other accounts as are permitted to be utilized for the purpose.

It is proposed to issue Bonus shares to the shareholders of the Company in the ratio of 1 (One) Bonus fully paid equity share of Rs. 10/- (Rupees Ten Only) each for every existing 3 (Three) equity share of Rs. 10/- each already held in the Company, by way of capitalizing of such amount, as deemed necessary, out of the amount(s) standing to the credit of Free reserves as are permitted to be utilized for the purpose, as per the audited accounts of the Company for the Financial Year ended March 31, 2015.

Pursuant to SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and SEBI (Share Based Employee Benefits) Regulations, 2014, all options under different Employee Stock Option Plans, outstanding on the Record Date, to be determined by the Board of Directors/ Committee(s)/ Authorised person(s) of the Company, both vested and unvested including lapsed and forfeited options available for reissue, shall be proportionately adjusted.

None of the Directors, Key Managerial Personnel of Company or their relatives are concerned or interested in the said resolution, except to the extent of shares held by them / which may be allotted to them as part of this bonus issue.

By order of the Board of Directors
For eClerx Services Ltd

Date: November 2, 2015

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

Gaurav Tongia
Company Secretary

eClerx Services Limited Mumbai

SPECIMEN

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

(Pleases 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. Number of equity shares held :

5. I/We hereby exercise my/our vote in respect of the Ordinary Resolution(s) to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company, dated November 2, 2015, 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.	Issue of Bonus shares by way of Capitalization of Free Reserves in the ratio of 1(One) Bonus Equity Share of Rs. 10/- (Rupees Ten Only) each for every 3 (Three) existing fully paid up Equity share of Rs. 10/- (Rupees Ten Only) each held in the Company			

Date :
Place :

(Signature of the shareholder)

- In case of authorized representative of a body corporate, certified true copy of the resolution viz. Board resolution/Power of Attorney should be send alongwith Postal Ballot Form.

ELECTRONIC VOTING PARTICULARS

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

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, October 23, 2015.
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, October 23, 2015.
4. 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.
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 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 Monday, December 07, 2015.
9. The date of declaration of the result of Postal Ballot including e-voting will be taken to be the date of passing of the resolution.

eClerx Services Limited Mumbai

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 pre-paid envelope not later than by close of working hours i.e. 6:00 p.m. on Saturday, December 05, 2015. 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, along with 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 herein**). 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 herein.

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: eclerxvoting@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 herein.**
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 **Friday, November 06, 2015 at 9:00 A.M. and ends on Saturday, December 05, 2015 at 6:00 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 voting/ e-voting), being Friday, October 23, 2015, may cast their vote by electronic means in the manner and process set out herein above. 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) or contact Mr. Varghese P A of Karvy Computershare Pvt Ltd at 040 44655000 or at 1800 345 4001 (toll free).
21. Last date for receipt of Postal Ballot Forms by Scrutinizer is Saturday, December 05, 2015 (before the close of the working hours i.e. 6.00 p.m.).
22. All timings mentioned herein are IST.



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

NOTICE OF POSTAL BALLOT 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, and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the Listing Agreement and such other rules and regulations as may be applicable, that the resolution(s) appended to this Notice is proposed to be passed by way of Postal Ballot/ Remote e-Voting.

The Explanatory Statement pertaining to the said resolution(s) setting out the material facts concerning such item(s) and the reasons thereof are annexed hereto along with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Ms. Savita Jyoti of M/s. Savita Jyoti & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the Ballot papers / e-voting responses received from the Members and for conducting the Postal Ballot process and remote-voting in a fair and transparent manner. Upon completion of the scrutiny of Forms and electronic responses, the Scrutinizer will submit her report to the Chairman of the Company. The results of the Postal Ballot will be announced on Monday, 7th day of December 2015 at/before 6.00 p.m at the Registered Office of the Company.

The aforesaid result would be displayed at Registered Office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed, published in the newspapers and displayed along with the Scrutinizer's report on the Company's website viz.www.eclerx.com and Karvy's portal www.karvy.com.

In case of voting by use of physical Ballot Form, you are requested to carefully 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 (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 Saturday, 5th day of December 2015.

In compliance, *inter-alia*, with the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of Listing agreement, the Company is pleased to provide an option of e-voting facility as an alternate mode of voting, to its Member who can cast their vote electronically by way of electronic voting/ remote e-voting instead of physical submission of the Form. For this purpose, the Company has availed electronic voting platform of M/s. Karvy Computershare Private Limited ('Karvy') for facilitating e-voting. The detailed e-voting instructions have been elaborated under 'Notes' section.

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

SPECIAL BUSINESS:

1. ISSUE OF BONUS SHARES BY WAY OF CAPITALISATION OF FREE RESERVES

To consider and, if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:

"**RESOLVED THAT** pursuant to Memorandum and Article of Association of the Company, Section 63 and any other applicable provisions of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009; the Foreign Exchange Management Act, 1999; SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; the Listing Agreement entered into by the Company with the Stock Exchange(s) where the shares of the Company are listed & other applicable statues and provisions and approvals and permissions, if any, required from the regulatory authorities, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, which the Board constitutes/has constituted to exercise its powers, including the powers, conferred by this resolution), for capitalization of such amount out of the amount(s) standing to the credit of Free Reserves including but not limited to Securities Premium Account, General Reserves and/or such other accounts as are permitted to be utilized for the purpose, as per the audited accounts of the Company for the financial year ended March 31, 2015 for the purpose of issue of fully paid up Bonus Shares of Rs. 10/- each to the members whose names appear on the Register of Members/list of beneficial owners provided by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on such Record date as may be fixed in this regard, by the Board, in the ratio of 1 (One) Bonus Equity Share of Rs. 10/- (Rupees Ten Only) each for every 3 (Three) existing fully paid up Equity share of Rs. 10/- (Rupees Ten Only) each held, and the largest shareholder be allotted, issued and credited 0.5 fraction less than its entitlement, if need be.

RESOLVED FURTHER THAT the Bonus Equity Shares so issued shall be treated for all purposes as an increase in the nominal amount in the share capital of the Company held by each such member and not as an income or distribution in lieu of Dividend and the Bonus Equity Shares so issued shall rank *pari-passu* in all respects with the existing Equity Shares.

RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees of the bonus shares and that the certificate(s) in respect of bonus shares shall thereafter be dispatched to the allottees within the prescribed period except in respect of those allottees who are currently holding shares in dematerialised form, whose shares shall be credited to their respective demat accounts.

eClerx Services Limited Mumbai

RESOLVED FURTHER THAT incase of fractional shares, if any arising out of the issue and allotment of the Bonus Shares, the Company shall not issue any certificate or coupon in respect thereof but all such fractional entitlements, if any, shall be consolidated and the Bonus Shares, in lieu thereof, shall be allotted by the Board to one of the Directors of the Company, to be nominated by the Board for this purpose, who shall hold the same as trustee(s) for the members entitled thereto, and sell the said Shares so arising at the prevailing market rate and pay to the Company the net sale proceeds thereof, after adjusting there from the cost and expenses in respect of such sale, for distribution to Members in proportion to their fractional entitlements.

RESOLVED FURTHER THAT the issue and allotment of the said bonus shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Nationals, Person of Indian Origin (PIO)/ Overseas Corporate Bodies (OCBs) and other foreign members of the Company will be subject to the approval of the Reserve Bank of India (RBI) as may be necessary and the provisions of the Foreign Exchange Management Act, 1999.

RESOLVED FURTHER THAT pursuant to the issue of bonus share, fair and reasonable adjustment shall be made to the options under the extant Stock Options Schemes/plans i.e. ESOP 2008, ESOS 2011 & the Scheme 2015 of the Company as per SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and SEBI (Employee Stock Option Scheme and Employee Purchase Scheme) Guidelines, 2015 and THAT the+ Nomination and Remuneration Committee (as constituted for supervision and administration of the scheme(s)/plan(s)) be and is hereby authorized to make amendments to the above mentioned Schemes/plans as deemed fit, including adjustments to the Employee Stock Options granted to employees of the Company under the respective Scheme/plans, with respect to number of options and exercise price for the options granted in equal or appropriate proportion to the ratio of bonus shares to be issued to the shareholders of the Company and THAT the Committee be and is hereby authorised to delegate the powers hereunder, to any of the Director(s) and/or officer(s) of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its discretion, deem necessary, expedient or proper and to settle any questions, difficulties or doubt that may arise in this regard at any stage including at the time of listing of Securities and also to agree to such terms and conditions, as may be laid down by relevant authorities while granting any requisite approval.

RESOLVED FURTHER THAT for the purposes of giving effect to the bonus issue of equity shares resolved hereinbefore, the Board; any Committee thereof; designated director(s)/officer(s) authorized by the Board of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation, filing documents with the Ministry of Corporate Affairs (MCA), the Reserve Bank of India (RBI), the Securities Exchange Board of India (SEBI), the BSE Limited and the National Stock Exchange of India Limited."

By order of the Board of Directors
For eClerx Services Ltd

Date: November 2, 2015

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

Gaurav Tongia
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The Company has grown multifold over the period and recorded a turnover of more than Rs. 942 Crores for the year ended March 31, 2015, on a consolidated basis. The Company now has direct presence across countries with operations in India along with sales & marketing presence in US, UK, Germany, Singapore, Thailand and Italy.

With a view to encourage participation of small investors by making equity shares of the Company more affordable, increase the liquidity of the equity shares to expand shareholder base and to commemorate completion of 15 years, it is proposed to seek shareholders' approval for issue of bonus shares by way of capitalization of free reserves including but not limited to Securities Premium Account, General Reserves and/or such other accounts as are permitted to be utilized for the purpose.

It is proposed to issue Bonus shares to the shareholders of the Company in the ratio of 1 (One) Bonus fully paid equity share of Rs. 10/- (Rupees Ten Only) each for every existing 3 (Three) equity share of Rs. 10/- each already held in the Company, by way of capitalizing of such amount, as deemed necessary, out of the amount(s) standing to the credit of Free reserves as are permitted to be utilized for the purpose, as per the audited accounts of the Company for the Financial Year ended March 31, 2015.

Pursuant to SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and SEBI (Share Based Employee Benefits) Regulations, 2014, all options under different Employee Stock Option Plans, outstanding on the Record Date, to be determined by the Board of Directors/ Committee(s)/ Authorised person(s) of the Company, both vested and unvested including lapsed and forfeited options available for reissue, shall be proportionately adjusted.

None of the Directors, Key Managerial Personnel of Company or their relatives are concerned or interested in the said resolution, except to the extent of shares held by them / which may be allotted to them as part of this bonus issue.

By order of the Board of Directors
For eClerx Services Ltd

Date: November 2, 2015

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

Gaurav Tongia
Company Secretary

eClerx Services Limited Mumbai

SPECIMEN

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

(Pleases 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. Number of equity shares held :

5. I/We hereby exercise my/our vote in respect of the Ordinary Resolution(s) to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company, dated November 2, 2015, 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.	Issue of Bonus shares by way of Capitalization of Free Reserves in the ratio of 1(One) Bonus Equity Share of Rs. 10/- (Rupees Ten Only) each for every 3 (Three) existing fully paid up Equity share of Rs. 10/- (Rupees Ten Only) each held in the Company			

Date :
Place :

(Signature of the shareholder)

- In case of authorized representative of a body corporate, certified true copy of the resolution viz. Board resolution/Power of Attorney should be send alongwith Postal Ballot Form.

ELECTRONIC VOTING PARTICULARS

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

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, October 23, 2015.
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, October 23, 2015.
4. 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.
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 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 Monday, December 07, 2015.
9. The date of declaration of the result of Postal Ballot including e-voting will be taken to be the date of passing of the resolution.

eClerx Services Limited Mumbai

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 pre-paid envelope not later than by close of working hours i.e. 6:00 p.m. on Saturday, December 05, 2015. 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, along with 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 herein**). 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 herein.

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: eclerxvoting@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 herein.**
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 **Friday, November 06, 2015 at 9:00 A.M. and ends on Saturday, December 05, 2015 at 6:00 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 voting/ e-voting), being Friday, October 23, 2015, may cast their vote by electronic means in the manner and process set out herein above. 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) or contact Mr. Varghese P A of Karvy Computershare Pvt Ltd at 040 44655000 or at 1800 345 4001 (toll free).
21. Last date for receipt of Postal Ballot Forms by Scrutinizer is Saturday, December 05, 2015 (before the close of the working hours i.e. 6.00 p.m.).
22. All timings mentioned herein are IST.



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

NOTICE OF POSTAL BALLOT 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, and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the Listing Agreement and such other rules and regulations as may be applicable, that the resolution(s) appended to this Notice is proposed to be passed by way of Postal Ballot/ Remote e-Voting.

The Explanatory Statement pertaining to the said resolution(s) setting out the material facts concerning such item(s) and the reasons thereof are annexed hereto along with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Ms. Savita Jyoti of M/s. Savita Jyoti & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the Ballot papers / e-voting responses received from the Members and for conducting the Postal Ballot process and remote-voting in a fair and transparent manner. Upon completion of the scrutiny of Forms and electronic responses, the Scrutinizer will submit her report to the Chairman of the Company. The results of the Postal Ballot will be announced on Monday, 7th day of December 2015 at/before 6.00 p.m at the Registered Office of the Company.

The aforesaid result would be displayed at Registered Office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed, published in the newspapers and displayed along with the Scrutinizer's report on the Company's website viz.www.eclerx.com and Karvy's portal www.karvy.com.

In case of voting by use of physical Ballot Form, you are requested to carefully 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 (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 Saturday, 5th day of December 2015.

In compliance, *inter-alia,* with the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of Listing agreement, the Company is pleased to provide an option of e-voting facility as an alternate mode of voting, to its Member who can cast their vote electronically by way of electronic voting/ remote e-voting instead of physical submission of the Form. For this purpose, the Company has availed electronic voting platform of M/s. Karvy Computershare Private Limited ('Karvy') for facilitating e-voting. The detailed e-voting instructions have been elaborated under 'Notes' section.

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

SPECIAL BUSINESS:

1. ISSUE OF BONUS SHARES BY WAY OF CAPITALISATION OF FREE RESERVES

To consider and, if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:

"**RESOLVED THAT** pursuant to Memorandum and Article of Association of the Company, Section 63 and any other applicable provisions of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009; the Foreign Exchange Management Act, 1999; SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; the Listing Agreement entered into by the Company with the Stock Exchange(s) where the shares of the Company are listed & other applicable statues and provisions and approvals and permissions, if any, required from the regulatory authorities, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, which the Board constitutes/has constituted to exercise its powers, including the powers, conferred by this resolution), for capitalization of such amount out of the amount(s) standing to the credit of Free Reserves including but not limited to Securities Premium Account, General Reserves and/or such other accounts as are permitted to be utilized for the purpose, as per the audited accounts of the Company for the financial year ended March 31, 2015 for the purpose of issue of fully paid up Bonus Shares of Rs. 10/- each to the members whose names appear on the Register of Members/list of beneficial owners provided by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on such Record date as may be fixed in this regard, by the Board, in the ratio of 1 (One) Bonus Equity Share of Rs. 10/- (Rupees Ten Only) each for every 3 (Three) existing fully paid up Equity share of Rs. 10/- (Rupees Ten Only) each held, and the largest shareholder be allotted, issued and credited 0.5 fraction less than its entitlement, if need be.

RESOLVED FURTHER THAT the Bonus Equity Shares so issued shall be treated for all purposes as an increase in the nominal amount in the share capital of the Company held by each such member and not as an income or distribution in lieu of Dividend and the Bonus Equity Shares so issued shall rank *pari-passu* in all respects with the existing Equity Shares.

RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees of the bonus shares and that the certificate(s) in respect of bonus shares shall thereafter be dispatched to the allottees within the prescribed period except in respect of those allottees who are currently holding shares in dematerialised form, whose shares shall be credited to their respective demat accounts.

RESOLVED FURTHER THAT incase of fractional shares, if any arising out of the issue and allotment of the Bonus Shares, the Company shall not issue any certificate or coupon in respect thereof but all such fractional entitlements, if any, shall be consolidated and the Bonus Shares, in lieu thereof, shall be allotted by the Board to one of the Directors of the Company, to be nominated by the Board for this purpose, who shall hold the same as trustee(s) for the members entitled thereto, and sell the said Shares so arising at the prevailing market rate and pay to the Company the net sale proceeds thereof, after adjusting there from the cost and expenses in respect of such sale, for distribution to Members in proportion to their fractional entitlements.

RESOLVED FURTHER THAT the issue and allotment of the said bonus shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Nationals, Person of Indian Origin (PIO)/ Overseas Corporate Bodies (OCBs) and other foreign members of the Company will be subject to the approval of the Reserve Bank of India (RBI) as may be necessary and the provisions of the Foreign Exchange Management Act, 1999.

RESOLVED FURTHER THAT pursuant to the issue of bonus share, fair and reasonable adjustment shall be made to the options under the extant Stock Options Schemes/plans i.e. ESOP 2008, ESOS 2011 & the Scheme 2015 of the Company as per SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and SEBI (Employee Stock Option Scheme and Employee Purchase Scheme) Guidelines, 2015 and THAT the+ Nomination and Remuneration Committee (as constituted for supervision and administration of the scheme(s)/plan(s)) be and is hereby authorized to make amendments to the above mentioned Schemes/plans as deemed fit, including adjustments to the Employee Stock Options granted to employees of the Company under the respective Scheme/plans, with respect to number of options and exercise price for the options granted in equal or appropriate proportion to the ratio of bonus shares to be issued to the shareholders of the Company and THAT the Committee be and is hereby authorised to delegate the powers hereunder, to any of the Director(s) and/or officer(s) of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its discretion, deem necessary, expedient or proper and to settle any questions, difficulties or doubt that may arise in this regard at any stage including at the time of listing of Securities and also to agree to such terms and conditions, as may be laid down by relevant authorities while granting any requisite approval.

RESOLVED FURTHER THAT for the purposes of giving effect to the bonus issue of equity shares resolved hereinbefore, the Board; any Committee thereof; designated director(s)/officer(s) authorized by the Board of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation, filing documents with the Ministry of Corporate Affairs (MCA), the Reserve Bank of India (RBI), the Securities Exchange Board of India (SEBI), the BSE Limited and the National Stock Exchange of India Limited."

By order of the Board of Directors
For eClerx Services Ltd

Date: November 2, 2015

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

Gaurav Tongia
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The Company has grown multifold over the period and recorded a turnover of more than Rs. 942 Crores for the year ended March 31, 2015, on a consolidated basis. The Company now has direct presence across countries with operations in India along with sales & marketing presence in US, UK, Germany, Singapore, Thailand and Italy.

With a view to encourage participation of small investors by making equity shares of the Company more affordable, increase the liquidity of the equity shares to expand shareholder base and to commemorate completion of 15 years, it is proposed to seek shareholders' approval for issue of bonus shares by way of capitalization of free reserves including but not limited to Securities Premium Account, General Reserves and/or such other accounts as are permitted to be utilized for the purpose.

It is proposed to issue Bonus shares to the shareholders of the Company in the ratio of 1 (One) Bonus fully paid equity share of Rs. 10/- (Rupees Ten Only) each for every existing 3 (Three) equity share of Rs. 10/- each already held in the Company, by way of capitalizing of such amount, as deemed necessary, out of the amount(s) standing to the credit of Free reserves as are permitted to be utilized for the purpose, as per the audited accounts of the Company for the Financial Year ended March 31, 2015.

Pursuant to SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and SEBI (Share Based Employee Benefits) Regulations, 2014, all options under different Employee Stock Option Plans, outstanding on the Record Date, to be determined by the Board of Directors/ Committee(s)/ Authorised person(s) of the Company, both vested and unvested including lapsed and forfeited options available for reissue, shall be proportionately adjusted.

None of the Directors, Key Managerial Personnel of Company or their relatives are concerned or interested in the said resolution, except to the extent of shares held by them / which may be allotted to them as part of this bonus issue.

By order of the Board of Directors
For eClerx Services Ltd

Date: November 2, 2015

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

Gaurav Tongia
Company Secretary

eClerx Services Limited Mumbai

SPECIMEN

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

(Pleases 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. Number of equity shares held :

5. I/We hereby exercise my/our vote in respect of the Ordinary Resolution(s) to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company, dated November 2, 2015, 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.	Issue of Bonus shares by way of Capitalization of Free Reserves in the ratio of 1(One) Bonus Equity Share of Rs. 10/- (Rupees Ten Only) each for every 3 (Three) existing fully paid up Equity share of Rs. 10/- (Rupees Ten Only) each held in the Company			

Date :
Place :

(Signature of the shareholder)

- In case of authorized representative of a body corporate, certified true copy of the resolution viz. Board resolution/Power of Attorney should be send alongwith Postal Ballot Form.

ELECTRONIC VOTING PARTICULARS

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

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, October 23, 2015.
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, October 23, 2015.
4. 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.
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 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 Monday, December 07, 2015.
9. The date of declaration of the result of Postal Ballot including e-voting will be taken to be the date of passing of the resolution.

eClerx Services Limited Mumbai

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 pre-paid envelope not later than by close of working hours i.e. 6:00 p.m. on Saturday, December 05, 2015. 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, along with 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 herein**). 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 herein.

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: eclerxvoting@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 herein.**
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 **Friday, November 06, 2015 at 9:00 A.M. and ends on Saturday, December 05, 2015 at 6:00 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 voting/ e-voting), being Friday, October 23, 2015, may cast their vote by electronic means in the manner and process set out herein above. 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) or contact Mr. Varghese P A of Karvy Computershare Pvt Ltd at 040 44655000 or at 1800 345 4001 (toll free).
21. Last date for receipt of Postal Ballot Forms by Scrutinizer is Saturday, December 05, 2015 (before the close of the working hours i.e. 6.00 p.m.).
22. All timings mentioned herein are IST.



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

NOTICE OF POSTAL BALLOT 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, and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the Listing Agreement and such other rules and regulations as may be applicable, that the resolution(s) appended to this Notice is proposed to be passed by way of Postal Ballot/ Remote e-Voting.

The Explanatory Statement pertaining to the said resolution(s) setting out the material facts concerning such item(s) and the reasons thereof are annexed hereto along with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Ms. Savita Jyoti of M/s. Savita Jyoti & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the Ballot papers / e-voting responses received from the Members and for conducting the Postal Ballot process and remote-voting in a fair and transparent manner. Upon completion of the scrutiny of Forms and electronic responses, the Scrutinizer will submit her report to the Chairman of the Company. The results of the Postal Ballot will be announced on Monday, 7th day of December 2015 at/before 6.00 p.m at the Registered Office of the Company.

The aforesaid result would be displayed at Registered Office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed, published in the newspapers and displayed along with the Scrutinizer's report on the Company's website viz.www.eclerx.com and Karvy's portal www.karvy.com.

In case of voting by use of physical Ballot Form, you are requested to carefully 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 (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 Saturday, 5th day of December 2015.

In compliance, *inter-alia,* with the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of Listing agreement, the Company is pleased to provide an option of e-voting facility as an alternate mode of voting, to its Member who can cast their vote electronically by way of electronic voting/ remote e-voting instead of physical submission of the Form. For this purpose, the Company has availed electronic voting platform of M/s. Karvy Computershare Private Limited ('Karvy') for facilitating e-voting. The detailed e-voting instructions have been elaborated under 'Notes' section.

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

SPECIAL BUSINESS:

1. ISSUE OF BONUS SHARES BY WAY OF CAPITALISATION OF FREE RESERVES

To consider and, if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:

"**RESOLVED THAT** pursuant to Memorandum and Article of Association of the Company, Section 63 and any other applicable provisions of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009; the Foreign Exchange Management Act, 1999; SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; the Listing Agreement entered into by the Company with the Stock Exchange(s) where the shares of the Company are listed & other applicable statues and provisions and approvals and permissions, if any, required from the regulatory authorities, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, which the Board constitutes/has constituted to exercise its powers, including the powers, conferred by this resolution), for capitalization of such amount out of the amount(s) standing to the credit of Free Reserves including but not limited to Securities Premium Account, General Reserves and/or such other accounts as are permitted to be utilized for the purpose, as per the audited accounts of the Company for the financial year ended March 31, 2015 for the purpose of issue of fully paid up Bonus Shares of Rs. 10/- each to the members whose names appear on the Register of Members/list of beneficial owners provided by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on such Record date as may be fixed in this regard, by the Board, in the ratio of 1 (One) Bonus Equity Share of Rs. 10/- (Rupees Ten Only) each for every 3 (Three) existing fully paid up Equity share of Rs. 10/- (Rupees Ten Only) each held, and the largest shareholder be allotted, issued and credited 0.5 fraction less than its entitlement, if need be.

RESOLVED FURTHER THAT the Bonus Equity Shares so issued shall be treated for all purposes as an increase in the nominal amount in the share capital of the Company held by each such member and not as an income or distribution in lieu of Dividend and the Bonus Equity Shares so issued shall rank *pari-passu* in all respects with the existing Equity Shares.

RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees of the bonus shares and that the certificate(s) in respect of bonus shares shall thereafter be dispatched to the allottees within the prescribed period except in respect of those allottees who are currently holding shares in dematerialised form, whose shares shall be credited to their respective demat accounts.

RESOLVED FURTHER THAT incase of fractional shares, if any arising out of the issue and allotment of the Bonus Shares, the Company shall not issue any certificate or coupon in respect thereof but all such fractional entitlements, if any, shall be consolidated and the Bonus Shares, in lieu thereof, shall be allotted by the Board to one of the Directors of the Company, to be nominated by the Board for this purpose, who shall hold the same as trustee(s) for the members entitled thereto, and sell the said Shares so arising at the prevailing market rate and pay to the Company the net sale proceeds thereof, after adjusting there from the cost and expenses in respect of such sale, for distribution to Members in proportion to their fractional entitlements.

RESOLVED FURTHER THAT the issue and allotment of the said bonus shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Nationals, Person of Indian Origin (PIO)/ Overseas Corporate Bodies (OCBs) and other foreign members of the Company will be subject to the approval of the Reserve Bank of India (RBI) as may be necessary and the provisions of the Foreign Exchange Management Act, 1999.

RESOLVED FURTHER THAT pursuant to the issue of bonus share, fair and reasonable adjustment shall be made to the options under the extant Stock Options Schemes/plans i.e. ESOP 2008, ESOS 2011 & the Scheme 2015 of the Company as per SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and SEBI (Employee Stock Option Scheme and Employee Purchase Scheme) Guidelines, 2015 and THAT the+ Nomination and Remuneration Committee (as constituted for supervision and administration of the scheme(s)/plan(s)) be and is hereby authorized to make amendments to the above mentioned Schemes/plans as deemed fit, including adjustments to the Employee Stock Options granted to employees of the Company under the respective Scheme/plans, with respect to number of options and exercise price for the options granted in equal or appropriate proportion to the ratio of bonus shares to be issued to the shareholders of the Company and THAT the Committee be and is hereby authorised to delegate the powers hereunder, to any of the Director(s) and/or officer(s) of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its discretion, deem necessary, expedient or proper and to settle any questions, difficulties or doubt that may arise in this regard at any stage including at the time of listing of Securities and also to agree to such terms and conditions, as may be laid down by relevant authorities while granting any requisite approval.

RESOLVED FURTHER THAT for the purposes of giving effect to the bonus issue of equity shares resolved hereinbefore, the Board; any Committee thereof; designated director(s)/officer(s) authorized by the Board of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation, filing documents with the Ministry of Corporate Affairs (MCA), the Reserve Bank of India (RBI), the Securities Exchange Board of India (SEBI), the BSE Limited and the National Stock Exchange of India Limited."

By order of the Board of Directors
For eClerx Services Ltd

Date: November 2, 2015

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

Gaurav Tongia
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The Company has grown multifold over the period and recorded a turnover of more than Rs. 942 Crores for the year ended March 31, 2015, on a consolidated basis. The Company now has direct presence across countries with operations in India along with sales & marketing presence in US, UK, Germany, Singapore, Thailand and Italy.

With a view to encourage participation of small investors by making equity shares of the Company more affordable, increase the liquidity of the equity shares to expand shareholder base and to commemorate completion of 15 years, it is proposed to seek shareholders' approval for issue of bonus shares by way of capitalization of free reserves including but not limited to Securities Premium Account, General Reserves and/or such other accounts as are permitted to be utilized for the purpose.

It is proposed to issue Bonus shares to the shareholders of the Company in the ratio of 1 (One) Bonus fully paid equity share of Rs. 10/- (Rupees Ten Only) each for every existing 3 (Three) equity share of Rs. 10/- each already held in the Company, by way of capitalizing of such amount, as deemed necessary, out of the amount(s) standing to the credit of Free reserves as are permitted to be utilized for the purpose, as per the audited accounts of the Company for the Financial Year ended March 31, 2015.

Pursuant to SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and SEBI (Share Based Employee Benefits) Regulations, 2014, all options under different Employee Stock Option Plans, outstanding on the Record Date, to be determined by the Board of Directors/ Committee(s)/ Authorised person(s) of the Company, both vested and unvested including lapsed and forfeited options available for reissue, shall be proportionately adjusted.

None of the Directors, Key Managerial Personnel of Company or their relatives are concerned or interested in the said resolution, except to the extent of shares held by them / which may be allotted to them as part of this bonus issue.

By order of the Board of Directors
For eClerx Services Ltd

Date: November 2, 2015

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

Gaurav Tongia
Company Secretary

SPECIMEN

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

(Pleases 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. Number of equity shares held :

5. I/We hereby exercise my/our vote in respect of the Ordinary Resolution(s) to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company, dated November 2, 2015, 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.	Issue of Bonus shares by way of Capitalization of Free Reserves in the ratio of 1(One) Bonus Equity Share of Rs. 10/- (Rupees Ten Only) each for every 3 (Three) existing fully paid up Equity share of Rs. 10/- (Rupees Ten Only) each held in the Company			

Date :
Place :

(Signature of the shareholder)

- In case of authorized representative of a body corporate, certified true copy of the resolution viz. Board resolution/Power of Attorney should be send alongwith Postal Ballot Form.

ELECTRONIC VOTING PARTICULARS

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

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, October 23, 2015.
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, October 23, 2015.
4. 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.
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 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 Monday, December 07, 2015.
9. The date of declaration of the result of Postal Ballot including e-voting will be taken to be the date of passing of the resolution.

eClerx Services Limited Mumbai

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 pre-paid envelope not later than by close of working hours i.e. 6:00 p.m. on Saturday, December 05, 2015. 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, along with 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 herein**). 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 herein.

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: eclerxvoting@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 herein.**
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 **Friday, November 06, 2015 at 9:00 A.M. and ends on Saturday, December 05, 2015 at 6:00 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 voting/ e-voting), being Friday, October 23, 2015, may cast their vote by electronic means in the manner and process set out herein above. 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) or contact Mr. Varghese P A of Karvy Computershare Pvt Ltd at 040 44655000 or at 1800 345 4001 (toll free).
21. Last date for receipt of Postal Ballot Forms by Scrutinizer is Saturday, December 05, 2015 (before the close of the working hours i.e. 6.00 p.m.).
22. All timings mentioned herein are IST.

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

NOTICE OF POSTAL BALLOT 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, and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the Listing Agreement and such other rules and regulations as may be applicable, that the resolution(s) appended to this Notice is proposed to be passed by way of Postal Ballot/ Remote e-Voting.

The Explanatory Statement pertaining to the said resolution(s) setting out the material facts concerning such item(s) and the reasons thereof are annexed hereto along with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Ms. Savita Jyoti of M/s. Savita Jyoti & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the Ballot papers / e-voting responses received from the Members and for conducting the Postal Ballot process and remote-voting in a fair and transparent manner. Upon completion of the scrutiny of Forms and electronic responses, the Scrutinizer will submit her report to the Chairman of the Company. The results of the Postal Ballot will be announced on Monday, 7th day of December 2015 at/before 6.00 p.m at the Registered Office of the Company.

The aforesaid result would be displayed at Registered Office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed, published in the newspapers and displayed along with the Scrutinizer's report on the Company's website viz.www.eclerx.com and Karvy's portal www.karvy.com.

In case of voting by use of physical Ballot Form, you are requested to carefully 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 (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 Saturday, 5th day of December 2015.

In compliance, *inter-alia,* with the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of Listing agreement, the Company is pleased to provide an option of e-voting facility as an alternate mode of voting, to its Member who can cast their vote electronically by way of electronic voting/ remote e-voting instead of physical submission of the Form. For this purpose, the Company has availed electronic voting platform of M/s. Karvy Computershare Private Limited ('Karvy') for facilitating e-voting. The detailed e-voting instructions have been elaborated under 'Notes' section.

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

SPECIAL BUSINESS:

1. ISSUE OF BONUS SHARES BY WAY OF CAPITALISATION OF FREE RESERVES

To consider and, if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:

"**RESOLVED THAT** pursuant to Memorandum and Article of Association of the Company, Section 63 and any other applicable provisions of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009; the Foreign Exchange Management Act, 1999; SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; the Listing Agreement entered into by the Company with the Stock Exchange(s) where the shares of the Company are listed & other applicable statues and provisions and approvals and permissions, if any, required from the regulatory authorities, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, which the Board constitutes/has constituted to exercise its powers, including the powers, conferred by this resolution), for capitalization of such amount out of the amount(s) standing to the credit of Free Reserves including but not limited to Securities Premium Account, General Reserves and/or such other accounts as are permitted to be utilized for the purpose, as per the audited accounts of the Company for the financial year ended March 31, 2015 for the purpose of issue of fully paid up Bonus Shares of Rs. 10/- each to the members whose names appear on the Register of Members/list of beneficial owners provided by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on such Record date as may be fixed in this regard, by the Board, in the ratio of 1 (One) Bonus Equity Share of Rs. 10/- (Rupees Ten Only) each for every 3 (Three) existing fully paid up Equity share of Rs. 10/- (Rupees Ten Only) each held, and the largest shareholder be allotted, issued and credited 0.5 fraction less than its entitlement, if need be.

RESOLVED FURTHER THAT the Bonus Equity Shares so issued shall be treated for all purposes as an increase in the nominal amount in the share capital of the Company held by each such member and not as an income or distribution in lieu of Dividend and the Bonus Equity Shares so issued shall rank *pari-passu* in all respects with the existing Equity Shares.

RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees of the bonus shares and that the certificate(s) in respect of bonus shares shall thereafter be dispatched to the allottees within the prescribed period except in respect of those allottees who are currently holding shares in dematerialised form, whose shares shall be credited to their respective demat accounts.

RESOLVED FURTHER THAT incase of fractional shares, if any arising out of the issue and allotment of the Bonus Shares, the Company shall not issue any certificate or coupon in respect thereof but all such fractional entitlements, if any, shall be consolidated and the Bonus Shares, in lieu thereof, shall be allotted by the Board to one of the Directors of the Company, to be nominated by the Board for this purpose, who shall hold the same as trustee(s) for the members entitled thereto, and sell the said Shares so arising at the prevailing market rate and pay to the Company the net sale proceeds thereof, after adjusting there from the cost and expenses in respect of such sale, for distribution to Members in proportion to their fractional entitlements.

RESOLVED FURTHER THAT the issue and allotment of the said bonus shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Nationals, Person of Indian Origin (PIO)/ Overseas Corporate Bodies (OCBs) and other foreign members of the Company will be subject to the approval of the Reserve Bank of India (RBI) as may be necessary and the provisions of the Foreign Exchange Management Act, 1999.

RESOLVED FURTHER THAT pursuant to the issue of bonus share, fair and reasonable adjustment shall be made to the options under the extant Stock Options Schemes/plans i.e. ESOP 2008, ESOS 2011 & the Scheme 2015 of the Company as per SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and SEBI (Employee Stock Option Scheme and Employee Purchase Scheme) Guidelines, 2015 and THAT the+ Nomination and Remuneration Committee (as constituted for supervision and administration of the scheme(s)/plan(s)) be and is hereby authorized to make amendments to the above mentioned Schemes/plans as deemed fit, including adjustments to the Employee Stock Options granted to employees of the Company under the respective Scheme/plans, with respect to number of options and exercise price for the options granted in equal or appropriate proportion to the ratio of bonus shares to be issued to the shareholders of the Company and THAT the Committee be and is hereby authorised to delegate the powers hereunder, to any of the Director(s) and/or officer(s) of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its discretion, deem necessary, expedient or proper and to settle any questions, difficulties or doubt that may arise in this regard at any stage including at the time of listing of Securities and also to agree to such terms and conditions, as may be laid down by relevant authorities while granting any requisite approval.

RESOLVED FURTHER THAT for the purposes of giving effect to the bonus issue of equity shares resolved hereinbefore, the Board; any Committee thereof; designated director(s)/officer(s) authorized by the Board of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation, filing documents with the Ministry of Corporate Affairs (MCA), the Reserve Bank of India (RBI), the Securities Exchange Board of India (SEBI), the BSE Limited and the National Stock Exchange of India Limited."

By order of the Board of Directors
For eClerx Services Ltd

Date: November 2, 2015

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

Gaurav Tongia
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The Company has grown multifold over the period and recorded a turnover of more than Rs. 942 Crores for the year ended March 31, 2015, on a consolidated basis. The Company now has direct presence across countries with operations in India along with sales & marketing presence in US, UK, Germany, Singapore, Thailand and Italy.

With a view to encourage participation of small investors by making equity shares of the Company more affordable, increase the liquidity of the equity shares to expand shareholder base and to commemorate completion of 15 years, it is proposed to seek shareholders' approval for issue of bonus shares by way of capitalization of free reserves including but not limited to Securities Premium Account, General Reserves and/or such other accounts as are permitted to be utilized for the purpose.

It is proposed to issue Bonus shares to the shareholders of the Company in the ratio of 1 (One) Bonus fully paid equity share of Rs. 10/- (Rupees Ten Only) each for every existing 3 (Three) equity share of Rs. 10/- each already held in the Company, by way of capitalizing of such amount, as deemed necessary, out of the amount(s) standing to the credit of Free reserves as are permitted to be utilized for the purpose, as per the audited accounts of the Company for the Financial Year ended March 31, 2015.

Pursuant to SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and SEBI (Share Based Employee Benefits) Regulations, 2014, all options under different Employee Stock Option Plans, outstanding on the Record Date, to be determined by the Board of Directors/ Committee(s)/ Authorised person(s) of the Company, both vested and unvested including lapsed and forfeited options available for reissue, shall be proportionately adjusted.

None of the Directors, Key Managerial Personnel of Company or their relatives are concerned or interested in the said resolution, except to the extent of shares held by them / which may be allotted to them as part of this bonus issue.

By order of the Board of Directors
For eClerx Services Ltd

Date: November 2, 2015

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

Gaurav Tongia
Company Secretary

eClerx Services Limited Mumbai

SPECIMEN

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

(Pleases 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. Number of equity shares held :

5. I/We hereby exercise my/our vote in respect of the Ordinary Resolution(s) to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company, dated November 2, 2015, 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.	Issue of Bonus shares by way of Capitalization of Free Reserves in the ratio of 1(One) Bonus Equity Share of Rs. 10/- (Rupees Ten Only) each for every 3 (Three) existing fully paid up Equity share of Rs. 10/- (Rupees Ten Only) each held in the Company			

Date :
Place :

(Signature of the shareholder)

- In case of authorized representative of a body corporate, certified true copy of the resolution viz. Board resolution/Power of Attorney should be send alongwith Postal Ballot Form.

ELECTRONIC VOTING PARTICULARS

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

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, October 23, 2015.
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, October 23, 2015.
4. 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.
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 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 Monday, December 07, 2015.
9. The date of declaration of the result of Postal Ballot including e-voting will be taken to be the date of passing of the resolution.

eClerx Services Limited Mumbai

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 pre-paid envelope not later than by close of working hours i.e. 6:00 p.m. on Saturday, December 05, 2015. 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, along with 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 herein**). 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 herein.

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: eclerxvoting@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 herein.**
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 **Friday, November 06, 2015 at 9:00 A.M. and ends on Saturday, December 05, 2015 at 6:00 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 voting/ e-voting), being Friday, October 23, 2015, may cast their vote by electronic means in the manner and process set out herein above. 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) or contact Mr. Varghese P A of Karvy Computershare Pvt Ltd at 040 44655000 or at 1800 345 4001 (toll free).
21. Last date for receipt of Postal Ballot Forms by Scrutinizer is Saturday, December 05, 2015 (before the close of the working hours i.e. 6.00 p.m.).
22. All timings mentioned herein are IST.

