



eClerx Services Limited

Regd Office : Sonawala Building, 1st Floor
29 Bank Street, Fort, Mumbai, 400 023 India
Phone: +91-22-40941000;
Website : www.eclerx.com

May 24, 2013

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: Outcome of Board Meeting held on May 24, 2013

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

This is to inform you that the Board of Directors of the Company at its meeting held on May 24, 2013, *inter-alia*:-

1. Approved Audited Financial Results alongwith annexures; schedules and report(s) thereon /thereto for the quarter and financial year ended on March 31, 2013. The Audited Financial results so taken on record are attached for your information and record.
2. Recommended the Dividend of Rs. 25.00/- per equity share of Rs. 10/- each for the year 2012-13. The dividend, if approved by shareholders at the ensuing Annual General Meeting, will be paid on/after Tuesday, August 27, 2013.
3. Approved the reconstitution of Audit Committee of the Company, wherein Mr. Biren Gabhawala, Non Executive Independent Director, was appointed as the Chairman of the Committee in place of Mr. Jimmy Bilimoria, who ceased to be a Chairman of the Committee from the date of his demise (i.e. May 3, 2013). The new constitution of the Committee is as below:

- | | | |
|------|---------------------|----------|
| i. | Mr. Biren Gabhawala | Chairman |
| ii. | Mr. Pradeep Kapoor | Member |
| iii. | Mr. Anish Ghoshal | Member |
| iv. | Mr. P D Mundhra | Member |

There was no addition made to the Committee.

4. Reconstituted the Remuneration Committee of the Company, as Mr. Jimmy Bilimoria, ceased to be a member of the Committee from the date of his demise. The new constitution of the Committee is as below:





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- | | | |
|------|-------------------|----------|
| i. | Mr. Anish Ghoshal | Chairman |
| ii. | Mr. Vikram Limaye | Member |
| iii. | Mr. V K Mundhra | Member |
| iv. | Mr. Alok Goyal | Member |

There was no addition made to the Committee.

5. Reconstituted the Nomination Committee of the Company, as Mr. Jimmy Billimoria, ceased to be a member of the Committee from the date of his demise. Mr. Alok Goyal, Non Executive Independent Director was added as Member of the Committee. The new constitution of the Committee is as below:

- | | | |
|------|-------------------|----------|
| i. | Mr. Vikram Limaye | Chairman |
| ii. | Mr. Anjan Malik | Member |
| iii. | Mr. Alok Goyal | Member |

6. Resolved to seek shareholders approval, at the ensuing AGM, to carry out various amendments to the ESOP Plan(s) / Scheme(s) 2008 and ESOP Plan(s) / Scheme(s) 2011 of the Company.
7. Resolved to seek fresh shareholders' enabling approval, at the ensuing AGM, for raising long term financial resources.
8. Resolved to convene the Thirteenth Annual General Meeting of the Company, on August 22, 2013 and approved the underlying AGM notice.

In addition to this, the Remuneration Committee of the Company granted 624,658 options to the employees of the Company under ESOP 2011 Scheme / Plan at an exercise price of Rs. 618.55/- per option.

It is requested to take note of the same and acknowledge receipt of this intimation.

Thanking you,

Yours faithfully
For eClerx Services Limited

(Gaurav Tongia)
Company Secretary

