

TENDER FORM
FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT
(FOR EQUITY SHAREHOLDERS HOLDING SHARES IN DEMATERIALISED FORM)

Bid Number:
 Date:

BUYBACK OPENS ON:	Monday, November 28, 2016
BUYBACK CLOSES ON:	Friday, December 9, 2016

For Registrar use		
Inward No.	Date	Stamp

Status: Please tick appropriate box			
<input type="checkbox"/>	Individual	<input type="checkbox"/>	Mutual Fund
<input type="checkbox"/>	Insurance Company	<input type="checkbox"/>	Other QIBs
<input type="checkbox"/>	Company	<input type="checkbox"/>	Other NIB
<input type="checkbox"/>	Foreign Institutional Buyer	<input type="checkbox"/>	Financial Institution

To,
The Board of Directors
eClerx Services Limited
 C/o. Karvy Computershare Private Limited
 Karvy Selenium, Tower B, Plot Number 31 and 32,
 Financial District, Gachibowli, Hyderabad 500 032

Dear Sirs,

Sub: Letter of Offer dated November 14, 2016 in relation to the buyback of up to 1,170,000 (One million one hundred and seventy thousand) Equity Shares of eClerx Services Limited ("Company") at a price of Rs. 2,000 (Rupees Two Thousand only) per Equity Share ("Buyback Price") payable in cash ("Buyback")

- I / We, (having read and understood the Letter of Offer dated November 14, 2016) hereby tender my / our Equity Shares in response to the Buyback in accordance with the terms and conditions set out below and in the Letter of Offer.
- I / We authorize the Company to buy back the Equity Shares offered (as mentioned below) and as a consequence, extinguish such Equity Shares.
- I / We hereby affirm that the Equity Shares comprised in this tender are offered for the buy back by me / us free from all liens, equitable interests, charges and encumbrances.

- I / We declare that there are no restraints / injunctions or other order(s) of any nature which limits / restricts in any manner my / our right to tender / offer Equity Shares for the Buyback and that I / we am / are legally entitled to tender / offer for the Buyback.
- I / We agree that the Company will pay the Buyback Price only after reasonable/ due verification of the validity of the documents and that the consideration will be paid as per secondary market mechanism.
- I / We undertake to return to the Company any consideration in respect of the Buyback that may be wrongfully received by me / us.
- I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act and the Buyback Regulations.
- Details of Equity Shares held and tendered / offered in the Buyback:

	In Figures	In Words
Number of Equity Shares held as on Record Date		
Number of Equity Shares entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback		

Note: Eligible Shareholders also have the option of tendering Additional Equity Shares (over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. The acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder shall be in terms of Clauses 19 (VII), 19 (VIII), 19 (IX) and 19 (X) of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

----- Tear along this line -----

Acknowledgement Slip: eClerx Services Limited – Buyback
 (to be filled by the Equity Shareholder) (subject to verification)

DP ID: _____

Client ID: _____

STAMP OF BROKER

Received from Shri./ Smt. _____
 Tender Form

Number of Equity Shares offered for Buyback: In Figures _____ (In Words) _____
 Please quote Client ID No. & DP ID No. for all future correspondence

9. Details of Account with Depository Participant :

Name of the Depository (tick whichever is applicable)	<input type="checkbox"/> NSDL <input type="checkbox"/> CDSL
Name of the Depository Participant	
DP ID No.	
Client ID with the Depository Participant	

10. Eligible Shareholders Details:

	First/Sole Holder	Joint Eligible Shareholder 1	Joint Eligible Shareholder 2
Full Name(s) of the Shareholder(s)			
Signature(s)*			
PAN No.			
Address of the Sole/First Equity Shareholder			
Telephone No./Email ID			

* Corporate must affix rubber stamp.

Applicable for all Non- resident Shareholders- I / We undertake to pay income taxes in India on any income arising on such Buyback and taxable in accordance with the prevailing income tax laws in India within 7th day of the succeeding month in which the Equity Shares are bought back by the Company. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me / us.

INSTRUCTIONS

- The Buyback will open on Monday, November 28, 2016 and close on Friday, December 9, 2016.
- This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer.
- Eligible Shareholders who desire to tender their Equity Shares in the dematerialized form under the Buyback would have to do so through their respective Shareholder Broker by indicating the details of Equity Shares they intend to tender under the Buyback.
- The Equity Shares tendered in the Buyback shall be rejected if:
 - the Equity Shareholder is not an Eligible Shareholder of the Company as on the Record Date,
 - if there is a name mismatch in the demat account of the Eligible Shareholder,
 - in case of receipt of the completed Tender Form and other documents but non-receipt of Equity Shares in the special account of the Clearing Corporation, or
 - a non-receipt of valid bid in the exchange bidding system.
- The Eligible Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to the Buyback being on a proportionate basis in terms of the Buyback Entitlement.
- In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the Buyback by providing their application in plain paper in writing signed by all Eligible Shareholders (in case of joint holding), stating name and address of the Eligible Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name, DP ID, beneficiary account number and number of Equity Shares tendered for the Buyback.
- Eligible Shareholders to whom the Buyback is made are free to tender Equity Shares to the extent of their Buyback Entitlement in whole or in part or in excess of their Buyback Entitlement.
- All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
- By agreeing to participate in the Buyback the Non-Resident Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reportings, if required and if necessary, also undertake to provide assistance to the Company for such regulatory reporting.
- For details, please also read and follow the procedures set out in the Clause 20 in the Letter of Offer.

All capitalised items shall have the meaning ascribed to them in the Letter of Offer.

----- Tear along this line -----

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING YOUR CLIENT ID AND DP ID:

**Investor Service Centre, eClerx Services Limited
Karvy Computershare Private Limited**

Karvy Selenium, Tower B, Plot Number 31 and 32, Financial District, Gachibowli, Hyderabad 500 032

Tel: +91 40 6716 2222; **Fax:** +91 40 2343 1551

Contact Person: M. Murali Krishna / Williams R

E-mail: eclerx.buybackoffer@karvy.com