

- 12.6.4. For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than closing of trading hours on the last day of the Buyback Offer. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to custodian again for confirmation.
- 12.6.5. Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip ('TRS') generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares tendered etc.
- 12.7. **Procedure to be followed by Registered Shareholders holding Equity Shares in the physical form:**
- 12.7.1. Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback are required to approach the Shareholder Broker along with the complete set of documents for verification procedures to be carried out including the: (i) original share certificates, (ii) valid share transfer form(s) duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iii) self-attested copy of the Eligible Shareholder's PAN Card, (iv) The Tender Form duly signed (by all Equity Shareholders in case Equity Shares are in joint names) the same order in which they hold the Equity Shares; (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution / specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original Eligible Shareholder has deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.
- 12.7.2. Based on these documents, the concerned Shareholder Broker shall place the bid on behalf of Eligible Shareholders holding Equity Shares in physical form using the Acquisition Window of BSE. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like Folio No., Certificate No., Distinctive No., No. of Equity Shares tendered etc.
- 12.7.3. The Shareholder Broker / Eligible Shareholder has to deliver the original share certificate(s) & documents (as mentioned in paragraph 12.7.1 above) along with TRS either by hand delivery or through registered post / speed post / courier to Registrar and Transfer Agent ("RTA") (at the address mentioned at paragraph 14 below) within 2 (two) days of bidding by Shareholder Broker. The envelope should be superscribed as "eClerx Services Limited Buyback Offer 2016". One copy of the TRS will be retained by RTA and it will provide acknowledgement of the same to the Shareholder Broker / Eligible Shareholder.
- 12.7.4. Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. RTA will verify such bids based on the documents submitted on a daily basis and till such time the BSE shall display such bids as 'unconfirmed physical bids'. Once, RTA confirms the bids it will be treated as 'Confirmed Bids'.
- 12.8. Modification / cancellation of orders will be allowed during the tendering period of the Buyback.
- 12.9. The cumulative quantity tendered shall be made available on the website of BSE - www.bseindia.com throughout the trading session and will be updated at specific intervals during the tendering period.

13. METHOD OF SETTLEMENT

- 13.1 Upon finalization of the basis of acceptance as per Buyback Regulations:
- 13.1.1 The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- 13.1.2 The Company will pay the consideration to the Company's Broker on or before the pay-in date for settlement. For Equity Shares accepted under the Buyback, the Shareholder Broker will receive funds payout in their settlement bank account.
- 13.1.3 The Equity Shares bought back in the demat form would be transferred directly to the escrow account of the Company (the "Demat Escrow Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of BSE.
- 13.1.4 Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Eligible Shareholders would be returned to the Shareholder Broker by Clearing Corporation in payout. Any excess physical Equity Shares pursuant to proportionate acceptance / rejection will be returned back to the Eligible Shareholders directly by RTA.
- 13.1.5 The Shareholder Broker would issue contract note and pay the consideration for the Equity Shares accepted under the Buyback and return the balance unaccepted Equity Shares to their respective clients. Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- 13.1.6 Eligible Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the selling Eligible Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the selling Eligible Shareholders from their respective Shareholder Broker, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Eligible Shareholders.
14. The Equity Shares lying to the credit of the Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.
15. **COMPLIANCE OFFICER**
- Investor may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e. 10 am to 5 pm on all working days except Saturday, Sunday and public holidays at the following address.
- Mr. Gaurav Tongia**
eClerx Services Limited
Sonawala Building, 1st Floor, 29 Bank Street,
Fort, Mumbai 400 023, India
Tel. No.: +91 22 6614 8301;
Fax: +91 22 6614 8655
Email: investor@eclex.com;
Website: www.eclex.com

16. REGISTRAR TO THE OFFER AND INVESTOR SERVICE CENTRE

In case of any query, the Eligible Shareholders may also contact the Registrar & Share Transfer Agent during working hours i.e. 10 am to 5 pm on all working days except Saturday, Sunday and public holidays



Karvy Computershare Private Limited

Karvy Selenium,
Tower- B, Plot No 31 & 32., Financial District, Nanakramguda, Gachibowli, Hyderabad,
Telangana 500032, India. Tel: +91 40 67162222; Fax: +91 40 23431551
Email: eclerx.buybackoffer@karvy.com, Website: http://www.karvycomputershare.com
Contact Person: Murali Krishna M
SEBI Regn. No.: INR0000021, Validity Period: Permanent
CIN: U72400TG2003PTCO41636

17. MANAGER TO THE BUYBACK



Motilal Oswal Investment Advisors Private Limited

Motilal Oswal Tower
Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai- 400025
Maharashtra, India. Tel: +91 22 3980 4200; Fax: +91 22 3980 4315
Email: eclerx.buyback@motilaloswal.com, Website: http://www.motilaloswalgroup.com
Contact Person: Subodh Mallya
SEBI Registration No.: INM000011005, Validity Period: Permanent
CIN: U67190MH2006PTC160583

18. DIRECTORS' RESPONSIBILITY

As per Regulation 19(1)(a) of the Buyback Regulations, the Board of Directors of the Company accept full and final responsibility for the information contained in this Public Announcement and confirms that such document contains true, factual and material information and does not contain any misleading information. This Public Announcement is issued under the authority of the Board in terms of the resolution passed by the Board on August 29, 2016 / and by the Share Buyback Committee on October 14, 2016.

For and on behalf of the Board of Directors of Company

Sd/- V K Mundhra Chairman (DIN : 00282180)	Sd/- Biren Gabhawala Non-Executive Independent Director (DIN : 03091772)	Sd/- Rohitash Gupta Chief Financial Officer (PAN : AEJPG8265Q)	Sd/- Gaurav Tongia Company Secretary (Membership No : F5955)
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Date: October 14, 2016
Place: Mumbai