

**TENDER FORM**  
Tender Form (for Equity Shareholders holding Shares in dematerialised form)  
**TENDER FORM FOR DEMAT SHAREHOLDERS**  
**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT**  
**(FOR EQUITY SHAREHOLDERS HOLDING SHARES IN DEMATERIALIZED FORM)**

**Bid Number:**

**Date:**

<b>BUY-BACK OPENS ON:</b>		<b>Friday, May 31, 2019</b>	
<b>BUY-BACK CLOSSES ON:</b>		<b>Friday, June 14, 2019</b>	
<b>For Registrar / collection centre use</b>			
Inward No.		Date	Stamp
<b>Status (please tick appropriate box)</b>			
<input type="checkbox"/>	Individual	<input type="checkbox"/>	FII/ FPI
<input type="checkbox"/>	Foreign Co.	<input type="checkbox"/>	NRI/OCB
<input type="checkbox"/>	Body Corporate	<input type="checkbox"/>	Bank / FI
<input type="checkbox"/>	VCF	<input type="checkbox"/>	Partnership/LLP
<input type="checkbox"/>		<input type="checkbox"/>	Insurance Co.
<input type="checkbox"/>		<input type="checkbox"/>	FVCI
<input type="checkbox"/>		<input type="checkbox"/>	Pension / PF
<input type="checkbox"/>		<input type="checkbox"/>	Others (specify)
<b>India Tax Residency Status: Please tick appropriate box</b>			
<input type="checkbox"/>	Resident in India	<input type="checkbox"/>	Non-Resident in India
<input type="checkbox"/>		<input type="checkbox"/>	Resident of .....(Shareholder to fill the country of residence)

To,  
**eClerx Services Limited**  
**C/o Karvy Fintech Private Limited**  
**Karvy Selenium, Tower- B, Plot No 31 & 32, Gachibowli Financial District,**  
**Nanakramguda, Hyderabad 500032, India**  
**Telephone: +91 40 6716 2222; Facsimile: +91 40 2343 1551**  
Dear Sirs,

**Sub: Letter of Offer dated May 22, 2019 to Buy-Back up to 17,46,666 (Seventeen Lakhs Forty Six Thousand Six Hundred Sixty Six) fully paid-up Equity Shares of ₹ 10/- (Rupees Ten only) each of eClerx Services Limited (the "Company") at a price of ₹ 1,500/- (Rupees One Thousand Five Hundred only) per Equity Share ("Buy-Back Price"), payable in cash.**

- I / We (having read and understood the Letter of Offer dated May 22, 2019) hereby tender / offer my / our Equity Shares in response to the Buy-Back on 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 to issue instruction(s) to the Registrar to the Buy-Back to extinguish the Equity Shares.
- I / We hereby affirm that the Equity Shares comprised in this tender / offer are offered for Buy-Back by me / us free from all liens, equitable interest, charges and encumbrance.
- 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 Equity Shares for Buy-Back Offer and that I / we am / are legally entitled to tender the Equity Shares for Buy-Back.
- I / We agree that the consideration for the Accepted Shares will be paid by the Company only after due verification of the validity period of the documents as per secondary market mechanism.
- I / We acknowledge that the responsibility to discharge the tax due on any gains arising on Buy-Back is on me / us. I / We agree to compute gains on this transaction and immediately pay applicable taxes in India and file tax return in consultation with our custodians / authorized dealers / tax advisors appropriately.
- I / We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on Buy-Back of Shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on Buy-Back of Shares by the Company, copy of tax return filed in India, evidence of the tax paid, etc.
- I / We agree that the excess demat Equity Shares or unaccepted demat Shares, if any, tendered would be returned to the Seller Member by Clearing Corporation in payout.
- I / We undertake to return to the Company any Buy-Back consideration 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 Buy-Back in accordance with the Companies Act and the SEBI Buy-Back Regulations.
- Details of Equity Shares held and tendered / offered for Buy-Back:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date		
Number of Equity Shares entitled for Buy-Back (Buy-Back Entitlement)		
Number of Equity Shares offered for Buy-Back		
* Number of Equity Shares held for a period more than 12 months		
* Number of Equity Shares held for a period less than or equal to 12 months		

Note: An Equity Shareholder may tender Equity Shares over and above his / her Buy-Back Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buy-Back Entitlement of such Eligible Shareholder shall be Accepted to the full extent. The Equity Shares tendered by any Equity Shareholder over and above the Buy-Back Entitlement of such Equity Shareholder shall be Accepted in accordance with paragraph 19 of the Letter of Offer. Equity Shares tendered by any Equity Shareholder over and above the number of Equity Shares held by such Equity Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

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**Acknowledgement Slip: ECLERX SERVICES LIMITED BUY-BACK 2019**  
*(to be filled by the Equity Shareholder) (subject to verification)*

Folio No./DP ID.: \_\_\_\_\_

Client ID : \_\_\_\_\_

Received from Mr./Ms./M/s. \_\_\_\_\_

Form of Acceptance-cum-Acknowledgement, Original TRS along with:

No. of Equity Shares offered for Buy-Back (In Figures) \_\_\_\_\_ (In Words) \_\_\_\_\_

Please quote Client ID No. & DP No. for all future correspondence \_\_\_\_\_

STAMP OF BROKER

12. Non-resident Shareholders (including NRIs, OCBs and FIIs) are requested to enclose a consent letter indicating the details of transfer i.e. number of Equity Shares to be transferred, the name of the investee company whose Shares are being transferred” and the price at which the Equity Shares are being transferred i.e. “Price determined in accordance with the SEBI Buy-Back Regulations” duly signed by the shareholder or his / its duly appointed agent and in the latter case, also enclose the power of attorney. Execution of this Tender Form will be construed as a consent for the purpose of this clause.
13. Details of Account with Depository Participant (DP):

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 No. with the DP		

14. Equity Shareholders details:

Particulars	First / Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) of the Holder				
Signature(s)*				
PAN No.				
Address of the Sole / First Equity Shareholder				
Telephone No. / Email ID				

\*Corporate must affix rubber stamp and sign under valid authority. The Corporate Authorization should be enclosed with the application form submitted.

15. Applicable for all Non-resident Shareholders

I / We being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India (“RBI”) under Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended (the “FEMA Regulations”) and the rules and regulations framed there under, for tendering Equity Shares in the Buy-Back, and also undertake to comply with the reporting requirements, if applicable, under the FEMA Regulations and any other rules, regulations and guidelines, in regard to remittance of funds outside India. I / We undertake to pay income taxes in India on any income arising on such Buy-Back and taxable in accordance with prevailing income tax laws in India within 7th day of the succeeding month in which the 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 Buy-Back of Shares by me / us.

#### INSTRUCTIONS

- The Buy-Back will open on Friday, May 31, 2019 and close on Friday, June 14, 2019.
- 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 and this Tender Form.
- Eligible Shareholder who desire to tender their Equity Shares in the dematerialized form under the Buy-Back would have to do so through their respective Seller Broker by indicating the details of Equity Shares they intend to tender under the Buy-Back Offer.
- Eligible Shareholders should submit their duly filled Tender Form to the office of Registrar to the Buy-Back Offer (as mentioned in Paragraph 18.2 of the Letter of Offer) only post placing the bid via the Seller Broker.
- In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered shareholder is still incomplete, then such entity along with the Tender Form shall file a copy of the following documents:
  - Approval from the appropriate authority for such merger;
  - The scheme of merger; and
  - The requisite form filed with MCA intimating the merger.
- The Equity Shares tendered in the Buy-Back shall be rejected if (i) the shareholder is not a shareholder of the Company as on the Record Date; or (ii) if there is a name mismatch in the demat account of the shareholder; or (iii) in case of receipt of completed tender application form but non receipt of Shares in the special account of the Clearing Corporation or non-receipt of 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 Buy-Back being on a proportionate basis in terms of the Ratio of Buy-Back.
- Eligible Shareholders to whom the Buy-Back Offer is made are free to tender Equity Shares to the extent of their Buy-Back Entitlement in whole or in part or in excess of their Entitlement.
- For the procedure to be followed by Equity Shareholders for tendering in the Buy-Back, please refer to Paragraph 20 of the Letter of Offer.
- All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.

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



INVESTOR SERVICE CENTRE, ECLERX SERVICES LIMITED BUY-BACK 2019

KARVY FINTECH PRIVATE LIMITED

Contact Person: Mr. M. Murali Krishna

Karvy Selenium, Tower- B, Plot No 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad 500032, Telangana.

Tel. No.: +91 40 6716 2222; Fax No.: +91 40 2343 1551; Email id: eclerx.buybackoffer@karvy.com; Website: www.karvyfintech.com

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