

**eClerx Services Limited***Regd Office : Sonawala Building, 1st Floor
29 Bank Street, Fort, Mumbai, 400 023 India**Phone: +91-22-66148301;**Website : www.eclerx.com*

August 20, 2013

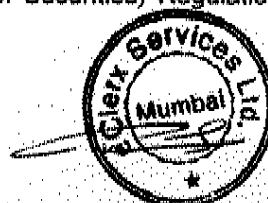
1. National Stock Exchange of India LimitedExchange Plaza
Bandra Kurla Complex
Bandra (E)
Mumbai-400051**Fax: 022-2659 8237/38,
022-26598347/48****2. Department of Corporate Services,**Bombay Stock Exchange Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 023.**Fax: 022-2272 3121/2037/2041/
022-2272 2039/3719/1278/2061**

Dear Sirs,

**Re: Clarification regarding the Item No. 12 set out in the AGM Notice convening the
Thirteenth Annual General Meeting of the Company to be held on Aug 22, 2013****Stock Code: BSE - 532927
NSE - ECLERX**

This has reference to the recent buyback of equity shares approved by the Board of Directors of the Company and Item No. 12 set out in the aforesaid AGM Notice regarding raising of long term financial resources, as earlier circulated to the shareholders of the Company. The Company has received few queries on the implications of buyback offer on the said Item No. 12. The Company would thus like to convey that:

1. The said proposal at Item No. 12 regarding raising of long term financial resources was included in the notice convening Thirteenth Annual General Meeting, vide board meeting dated May 24, 2013. Further as set out in the explanatory statement to the said Item No. 12, this enabling resolution, could be used to raise capital in an appropriate amount and using the appropriate mix of funding instruments, once the usage of funds has been more specifically identified. As such, the Company proposed to have enabling approval from Members to allow it the necessary flexibility to quickly take advantage of emerging growth opportunities.
2. Thereafter on Aug 8, 2013 (i.e. subsequent to the dispatch of annual reports to the shareholders of the Company containing said Item No. 12), the Board of Directors of the Company, approved the proposal for Buy-Back of equity shares of the Company, pursuant to the provisions of the Companies Act, 1956 and the SEBI (Buy-back of Securities) Regulations 1998 as amended from



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time to time, ('Buy Back Regulations') up to an aggregate amount of Rs. 40.50 crores under the "open market" mechanism through the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited, at a price not exceeding Rs. 825 /- per equity share of Rs 10/- each.

In view of the same it is clarified that the Company is cognizant of the restrictions under relevant regulations on further issue of capital during and for the specified-period post-buyback and will thus invariably comply with the same. The same is also mentioned in Clause 6.7 of the Public Announcement issued by the Company, pursuant to Buy Back Regulations, published in newspapers dated August 19, 2013, submitted with the Stock Exchanges and appearing on the website of the Company.

It is therefore reiterated that no issue of capital will be made in contravention of Buy Back Regulations.

All concerned are requested to take note of the same.

Thanking you,

Yours faithfully

For eClerx Services Limited

(Rohitash Gupta)

Chief Financial Officer

