

**June 24, 2015**

**1. National Stock Exchange of India Limited**

Exchange Plaza  
BandraKurla Complex  
Bandra (E)  
Mumbai-400051

**Fax: 022-2659 8237/38,  
022-2659 8347/48**

**2. Department of Corporate Services**

Bombay Stock Exchange Ltd.,  
PhirozeJeejeebhoy Towers,  
Dalal Street,  
Mumbai-400 023

**Fax: 022-2272 3121/2037/2041/  
022-2272 2039/3719/1278/2061**

Dear Sirs,

**Re: SEBI Circular dated June 16, 2015 bearing No. CIR/CFD/POLICY CELL/2/2015**

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

The Company's AGM is scheduled to be held on July 17, 2015. The Company's AGM notice was approved at a Board Meeting held on May 25, 2015, and the same has been dispatched to the shareholders. The AGM notice contains resolutions seeking shareholders' approval for instituting a new Employee Stock Options Scheme/ Plan 2015, setting up an Employee Welfare Trust/ ESOP Trust, and authority to such Trust, inter-alia, for acquisition of shares of the Company through the secondary market. A copy of the AGM notice is enclosed for ease of reference.

Subsequently, by a circular dated June 16, 2015 SEBI has laid down some more requirements as to disclosure to form part of explanatory statement to the resolutions seeking shareholders' approval for Share Based Employee Benefits Scheme/Plans.

The resolutions contained in the Company's AGM notice is subject to any statutory modification or re-enactment of relevant regulations and would thus operate accordingly. However, as matter of prudence, transparency and disclosure, the Company is further disclosing the following information to all concerned as set out the said Circular.

| Clauses in Circular                                           | Matter already specified in AGM Notice Item No. 5 - 8                                                                                                                                                                                                                        | Additional Disclosure being made now.                                                                                                                                                                                                                        |
|---------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Exercise price, SAR price, purchase price or pricing formula; | Exercise Price is the price, payable by the employee for exercising the option.<br><br>Pursuant to SEBI (Share Based Employee Benefits) Regulations, 2014, the Company granting option to its employees pursuant to Employee Stock Scheme will have the freedom to determine | The Exercise Price shall be equal to the lower of:<br>a) the latest available closing market price (at a Stock Exchange where there is highest trading volume on said date) on the date prior to the date on which the Nomination and Remuneration Committee |



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|                                                                                                                                                           | <p>the exercise price subject to conforming to the accounting policies specified in Regulation 15.</p> <p>Regulation 15 provides as below:</p> <ul style="list-style-type: none"> <li>Any company implementing any of the share based schemes shall follow the requirements of the 'Guidance Note on Accounting for employee share-based Payments' (Guidance Note) or Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein.</li> <li>Where the existing Guidance Note or Accounting Standard do not prescribe accounting treatment or disclosure requirements for any of the schemes covered under these regulations then the company shall comply with the relevant Accounting Standard as may be prescribed by the ICAI from time to time.</li> </ul> <p>Hence the Exercise Price will be accordingly determined by Nomination and Remuneration Committee and disclosed appropriately</p> | <p>finalise the specific number of Options to be granted to the Employees, or</p> <p>b) the average of the two weeks high and low price of the Share preceding the date of Grant of Option on the Stock Exchange on which the Shares of the Company are listed.</p> <p>The Company has followed the same formula for all its earlier ESOP plans.</p> <p>However, the Committee may determine any other exercise price in its own right, however subject to conformity with the accounting standards, SEBI Regulations and other applicable provisions.</p> |
| <p>The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.;</p> | <p>The Company proposes to provide financial assistance in the form of loan on such terms as may be approved by the Board to the Trust for this purpose subject to compliance with the applicable provisions of the Companies Act, 2013 Regulations including any amendment(s) or modification(s) thereof and utilised against exercise of Options granted/ to be</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | <p>The total amount of loan which can be outstanding at any point of time, shall not exceed Rs 900 Million. The tenure thereof will be 6 years from the date of disbursement or such other period fixed by the Nomination and Remuneration Committee, in the best interest of this Employee Welfare Trust and the Company. The funds so</p>                                                                                                                                                                                                                |



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|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | granted under the Scheme as modified from time to time, and other Employee Stock Schemes/Plans as may be formulated from time to time for granting Options to the Employees of the Company and/or its subsidiaries | procured by the ESOP Trust will be utilized by the ESOP Trust for, inter-alia, acquisition of shares from the secondary market. The repayment terms shall be mutually determined between the Nomination and Remuneration Committee and the Independent Trustees, which will be appointed for the Trust. The repayment will be broadly on the following lines:<br>The Trust shall start repaying the Loan, commencing from the date on which the first employee has exercised his option or at the end of 6 years from the date of grant of the Facility, whichever is earlier. |
| The method which the company shall use to value its options or SARs;                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                                                                                    | The method which the company shall use to value its options shall be intrinsic value method.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| The following statement, if applicable:<br><br>'In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.' |                                                                                                                                                                                                                    | The difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.'                                                                                                                                                                                                               |

The Company believes that all other information is adequately disclosed. For the purpose of disclosure, the Company will also be publishing a newspaper notice to this effect.

CIN: L72200MH2000PLC125319

Regd Office: Sonawala Building,  
1<sup>st</sup> Floor, 29 Bank Street, Fort,  
Mumbai, 400 023 India

Phone: +91-22-66148301;

Fax : +91 22 6614 8655

Email id : [investor@eclerx.com](mailto:investor@eclerx.com)

Website : [www.eclerx.com](http://www.eclerx.com)

This is for the information of all concerned.

Thanking You,

Yours faithfully,  
For eClerx Services Limited

  
(Rohitash Gupta)  
Chief Financial Officer

