eClerx Services Limited
CIN: L72200MH2000PLC125319
Regd Office: Sonawala Building,
1st Floor, 29 Bank Street, Fort,
Mumbai – 400 023, India.
Phone: +91-22-66148301
Fax : +91 22 6614 8655
Email id : investor@eclerx.com
Website : www.eclerx.com

September 11, 2015

1. National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (E)
Mumbai - 400051

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

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,

Sub: **Outcome of Board Meeting held on September 11, 2015**

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

This is to inform you that the Board of Directors of the Company at its meeting held on September 11, 2015 *inter-alia:-*

1. Approved the Scheme of Amalgamation of Agilyst Consulting Private Limited with eClerx Services Limited, and their respective Shareholders ('Scheme of Amalgamation' or 'Scheme') for amalgamation of Agilyst Consulting Private Limited with eClerx Services Limited subject to all relevant approvals, as recommended by Audit Committee.

   The Salient features of the Scheme of Amalgamation are, inter-alia as under:

   a) The Scheme of Amalgamation provides for the Amalgamation of Agilyst Consulting Private Limited (defined as Amalgamating Company in the Scheme) into its ultimate holding company i.e. eClerx Services Limited (defined as Amalgamated Company in the Scheme).

   b) The Appointed date of the Scheme of Amalgamation is fixed as April 1, 2015.

   c) All properties, assets and rights, etc. (as defined in the Scheme) of the Amalgamating Company shall become the properties, assets and rights etc. of the Amalgamated Company.

eClerx Services Limited Mumbai

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d) All liabilities (as defined in the Scheme) of the Amalgamating Company shall become the liabilities of the Amalgamated Company.

e) The transfer of the Amalgamating Company will be on a going concern basis.

f) Since all the shares of Agilyst Consulting Private Limited are held by Agilyst Inc., which is a wholly owned subsidiary of eClerx Investments Limited, which in turn is wholly owned subsidiary of eClerx Services Limited, upon the Scheme being sanctioned by the High Court and on transfer and vesting of undertaking of Agilyst Consulting Private Limited in eClerx Services Limited, there will be no payment of consideration / issue of shares by eClerx Services Limited to any person and the equity shares held by Agilyst Inc. in Agilyst Consulting Private Limited shall stand cancelled in accordance with the Scheme.

g) Upon the Scheme of Amalgamation coming into effect, the Amalgamating Company shall be dissolved without being wound up.

Further, a copy of the aforesaid Scheme of Amalgamation along with the required documents will be sent for your kind approval under Clause 24(f) of the Listing Agreement.

2. Amended Code of Conduct for prohibition of Insider trading and Code for Fair Disclosure, primarily, pursuant to the guidance note issued by SEBI on August 24, 2015, regarding SEBI (Prohibition of Insider Trading) Regulations, 2015. The amended code is attached.

3. Appointed Ms. Deepa Kapoor as the member of Audit Committee.

It is requested to take note of the same and acknowledge receipt of this intimation.

Thanking you,

Yours faithfully
For **eClerx Services Limited**

Gaurav Tongia
Company Secretary

eClerx Services Limited Mumbai

Encl: as above