

eClerx Services Limited

Registered Office: Sonawala Building, 1st Floor 29 Bank Street, Fort, Mumbai - 400 023;
Tel: +91 22 - 6614 8301; **Fax:** +91 22 - 6614 8655; **Website:** www.eclerx.com;
Email: investor@eClerx.com; **Contact Person:** Mr. Gaurav Tongia, Company Secretary

**POST OFFER PUBLIC ADVERTISEMENT
 FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS / BENEFICIAL
 OWNERS OF THE EQUITY SHARES OF THE COMPANY**

Post Offer Public Advertisement ("Advertisement" OR "POPA") regarding completion of Buy-back offer in compliance with Regulation 19(7) of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, for the time being in force including any statutory modifications and amendments from time to time ("Buy-back Regulations"). This Advertisement should be read in conjunction with Public Announcement (for the time being in force including any statutory modifications and amendments from time to time ("PA") published on August 19, 2013 and the corrigendum announcement to the PA published on August 27, 2013 ("Corrigendum").

The Capitalised terms not defined herein but used in this Advertisement have the same meaning as ascribed to them in the PA and Corrigendum, unless otherwise specified.

1. THE BUY-BACK

- 1.1. ECLERX SERVICES LIMITED ("eClerx" OR "Company") had announced the buy-back of its fully paid-up equity shares of face value Rs. 10/- each ("Equity Shares") from the open market through stock exchanges using the electronic trading facilities of the National Stock Exchange of India Limited ("NSE") and the BSE Limited ("BSE") (together "Stock Exchanges") in accordance with the provisions of Sections 77A, 77AA and 77B of the Companies Act, 1956 (the "Act") and the Buy-back Regulations and the Article 24 of the Articles of Association of the Company at a price not exceeding Rs. 825/- per Equity Share ("Maximum Offer Price") payable in cash, for an aggregate amount not exceeding Rs. 40.50 crores ("Maximum Offer Size") from the existing owners of Equity Shares, other than those who are the Promoters and persons in control holding Equity Shares of the Company (the "Buy-back"). The maximum and minimum number of equity shares that the Company proposed to Buy-back were 6,00,000 ("Maximum Offer Shares") and 3,00,000 ("Minimum Offer Shares") respectively. A PA to this effect was published on August 19, 2013 and the corrigendum to the PA was published on August 27, 2013.
- 1.2. As per the PA, the Buy-back commenced on August 27, 2013 and closed on February 26, 2014 (scheduled closure date) inclusive of payment obligation.

2. DETAILS OF THE BUY-BACK

- 2.1. The total number of Equity Shares bought back under the Buy-back is 37,623 and as of date, the entire 37,623 bought back shares stands extinguished.
- 2.2. The price at which the Equity Shares were bought back was dependent on the price quoted on the Stock Exchanges. The highest and lowest at which shares were bought back was Rs. 815.00 and Rs. 765.00 per shares respectively. The average price (excluding brokerage and other charges) at which the shares have been bought back is Rs. 814.66 per shares.
- 2.3. The total amount deployed in the Buy-back is Rs. 3.07 crores, which represents 7.58% of the total Buyback size of Rs. 40.50 crores.
- 2.4. The prevailing stock exchange mechanism does not provide the identity of the seller in case of shares bought back in the demat segment. Since, all Equity Shares were bought in demat segment from the Stock Exchanges and the Company bought back less than 1% of the total Equity Shares, the details of shareholders, who have sold shares exceeding 1% of the total Equity Shares bought back are not available.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- 3.1. The capital structure of the Company, pre and post Buy-back, is as under:

Particulars	Pre Buy-back	Post Buy-back
Authorised	Rs. 50.00 crores (5,00,00,000 Equity Shares of Rs. 10/- each)	Rs. 50.00 crores (5,00,00,000 Equity Shares of Rs. 10/- each)
Issued, subscribed & paid up	Rs. 30.09 Crores (3,00,89,657 Equity Shares of Rs. 10/- each)	Rs. 30.05 Crores (3,00,52,034 Equity Shares of Rs. 10/- each)

- 3.2. The shareholding pattern of the Company, pre and post Buy-back, is as under:

Particulars	Pre Buy-back (as on August 08, 2013)		Post Buy-back (as on February 26, 2014)	
	Number of Shares	% holding	Number of Shares	% holding
Promoters	1,59,11,119	52.88	1,59,11,119	52.95
Financial Institutions/ Banks/ Mutual Funds	44,72,649	14.86	1,41,40,915	47.05
Foreign Institutional Investors	64,78,433	21.53		
Other Shareholders	32,27,456	10.73		
Total	3,00,89,657	100.00	3,00,52,034	100.00

4. MANAGER TO THE BUY-BACK



Your success is our success

Emkay Global Financial Services Limited
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 Mumbai - 400 028
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 Website: www.emkayglobal.com;
 Email: eclerx.buyback@emkayglobal.com
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5. DIRECTOR'S RESPONSIBILITY

The Board of Directors of the Company accepts responsibility for the information contained in this POPA.

For and on behalf of the Board of Directors of
ECLERX SERVICES LIMITED

V. K. Mundhra
 Chairman

P. D. Mundhra
 Executive Director

Rohitash Gupta
 Chief Financial Officer

Gaurav Tongia
 Company Secretary