

Ref: NSE/LIST/52160

November 27, 2015

The Company Secretary
eClerx Services Limited
1102, 11th Floor Tower-2,
Indiabulls Finance Center,
612/613, SB Marg,
Elphinstone Road – W
Mumbai - 400013

Kind Attn.: Mr. Gaurav Tongia

Dear Sir,

Sub: Observation letter for draft Scheme of Amalgamation between Agilyst Consulting Private Limited (ACPL) and eClerx Services Limited (ESL) and their respective shareholders (Pursuant to Sections 391 to 394 of the Companies Act, 1956).

This has reference to draft Scheme of Amalgamation between Agilyst Consulting Private Limited (ACPL) and eClerx Services Limited (ESL) and their respective shareholders (Pursuant to Sections 391 to 394 of the Companies Act, 1956) submitted to NSE vide your letter dated September 21, 2015.

Based on our letter reference no Ref: NSE/LIST/47215 submitted to SEBI and pursuant to SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 04, 2013 and SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013, SEBI has vide letter dated November 26, 2015 has given following comments on the draft Scheme of Amalgamation:

“The Company shall duly comply with various provisions of the Circulars.”

We hereby convey our ‘No-objection’ with limited reference to those matters having a bearing on listing/ delisting/ continuous listing requirements within the provisions of the Listing Agreement, so as to enable the Companies to file the Scheme with Hon’ble High Court.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines / Regulations issued by statutory authorities.

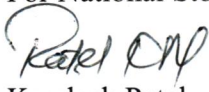
The validity of this “Observation Letter” shall be six months from November 27, 2015, within which the Scheme shall be submitted to the Hon’ble High Court. Further pursuant to the above cited SEBI circulars upon sanction of the Scheme by the Hon’ble High Court, you shall submit to NSE the following:

1.



- a. Copy of Scheme as approved by the High Court;
- b. Result of voting by shareholders for approving the Scheme;
- c. Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme
- d. Status of compliance with the Observation Letter/s of the stock exchanges
- e. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- f. Complaints Report as per Annexure II of SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013.

Yours faithfully,
For National Stock Exchange of India Limited


Msy Kamlesh Patel
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL
http://www.nseindia.com/corporates/content/further_issues.htm