

Notice

NOTICE is hereby given that the Thirteenth Annual General Meeting of the Members of eClerx Services Limited ('the Company') will be held on Thursday, August 22, 2013 at 10.15 a.m. at Walchand Hirachand Hall, Indian Merchants' Chamber, LNM IMC Building, Churchgate, Mumbai 400 020 to transact the following business:

Ordinary Business:

1. To receive, consider, approve and adopt the audited Financial Statements of the Company comprising of the Balance Sheet as at March 31, 2013, the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date together with the Schedules forming part of the accounts and annexure thereto, reports of the Board of Directors and the Auditors thereon.
2. To declare dividend for the year ended March 31, 2013.
3. To appoint a Director in place of Anjan Malik, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Biren Gabhawala, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint M/s. Walker, Chandiook & Co., Chartered Accountants, as Statutory Auditors of the Company, who retire at this Annual General Meeting, and being eligible, offer themselves for re-appointment and to fix their remuneration.

"RESOLVED THAT M/s. Walker, Chandiook & Co., Chartered Accountants, Mumbai, bearing Registration No. 001076N be and are hereby appointed as the Statutory Auditors of the Company for the financial year 2013-14, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, at

a remuneration to be agreed between Auditors and Board of Directors ('including any Committee thereof') of the Company."

Special Business:

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:-

Amendment(s) to ESOP Plan(s)/Scheme(s) of the Company with regards to removal/deletion of Clauses permitting the Employee Welfare Trust (ESOP trust) to acquire the securities of the Company from Secondary Market.

"RESOLVED THAT in partial modification to the earlier special resolution No. 9 passed by the members at the Ninth Annual General Meeting of the Company held on August 26, 2009 and special resolution No. 9 & 10 passed at Eleventh Annual General Meeting held on August 24, 2011, and any other resolution(s), if any passed in this behalf and pursuant to the SEBI Circular No. CIR/CFD/DIL/3/2013 dated January 17, 2013 and all other applicable provisions, if any, of the Companies Act 1956, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Company and authority be and is hereby accorded/afforded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee, including the Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), to make amendments to all existing ESOP Scheme(s)/Plan(s) of the Company,

inter-alia, including Employee Stock Option Plan 2005 ('ESOP 2005'), Employee Stock Option Scheme 2008 ('ESOP 2008') and Employee Stock Option Scheme 2011 ('ESOP 2011'), to remove/delete the clause(s) permitting the Employee Welfare Trust(s) (ESOP Trust(s)) to acquire the securities of the Company from secondary market, including but not limited to the clauses set out below, so as to make these Scheme / Plans compliant with Securities & Exchange Board of India (Employee Stock Option Scheme & Employee Stock Purchase) Guidelines, 1999 amended till date:

- a) ESOP 2005 - sub clause (ii) of main clause 4.2 be deleted and accordingly the existing sub clauses of the said main clause be renumbered.
- b) ESOP 2008 - sub clause (ii) of main clause 4.1 be deleted and accordingly the existing sub clauses of the said main clause be renumbered.
- c) ESOP 2011 - clause 8.4 and 15.2 be suitably amended and rest of the clauses be renumbered accordingly.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make modifications, changes, variations, alterations or revisions in the said scheme(s) as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Companies Act, 1956, the Memorandum and Articles of Association of the Company, SEBI Guidelines and any other applicable laws.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities, without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:-**

Amendment(s) to Employee Stock Option Scheme 2008 (ESOP 2008) to incorporate the clause(s) pertaining to implication upon delayed/non-payment of exercise and/or tax money.

RESOLVED THAT pursuant to the provisions, of the Companies Act, 1956 ('the Act') if any, (including any statutory modification or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (hereinafter referred to as 'SEBI Guidelines') and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Company and authority be and is hereby accorded/afforded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee, including the Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), to make amendments to ESOP 2008 by inserting the following sub clause(s) numbered as b) under main Clause 7 and accordingly all other existing sub clauses b), c) and d) will be renumbered as c), d) and e) respectively:

b) Implications upon delayed or non-payment of exercise or tax money:

i) Case where there is delayed payment:

1. The very first instance of delayed payment will be entertained for allotment provided the applicant pays off the underlying exercise and tax money within 7 days of the cut-off date, which the applicant was supposed to pay. The allotment will be made post receipt of payment within aforesaid time-limit, and as per the available allotment cycle.

2. The second such instance will result into the said exercise getting cancelled and 3 months debar from further exercise of options. However the options underlying such exercise will remain valid and live and may be exercised later. In case the said 3 months go beyond March, in which the exercise period is expiring for such options, the applicant would be allowed an opportunity to pay off by respective March or such other date as decided by the Board, which shall be final and binding, and have the shares allotted, subsequently.
3. In the third such instance of delayed payment, the underlying options for that particular exercise of options will be forfeited and cancelled. The money if paid, post said time-limit, will be refunded back.

ii) Casewhere there is no payment (Payment beyond 7 days of the applicable cut-off date will be considered as no payment):

1. The first such instance will result into the said exercise getting cancelled and 3 months debar from further exercise of options. However, the options underlying such exercise will remain valid and live and may be exercised later. In case the said 3 months go beyond March, in which the exercise period is expiring for such options, the applicant would be allowed an opportunity to pay off by respective March or such other date as decided by the Board, which shall be final and binding, and have the shares allotted, subsequently.
2. In the second such instance of delayed payment, the underlying options for that particular exercise of options will be forfeited and cancelled.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make modifications, changes,

variations, alterations or revisions in the said ESOP 2008 as it may deem fit, from time to time, as well as to design, modify and keep updating a process around aforesaid terms pertaining to delayed/non-payment of exercise and/or tax money by the employee(s) of the Company and that of its subsidiaries and/or as set out under the respective scheme(s), as the Board in its sole and absolute discretion considers necessary, in conformity with the provisions of the Companies Act, 1956, the Memorandum and Articles of Association of the Company, SEBI Guidelines and any other applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby further authorised to make exception to these rule(s) in a genuine case, if and when it deems fit, in the larger interest of the applicant and the spirit of ESOP programs of the Company.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities, without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:-**

Amendment(s) to Employee Stock Option Scheme 2011 (ESOP 2011) to incorporate the clause(s) pertaining to implication upon delayed/non-payment of exercise and/or tax money.

RESOLVED THAT pursuant to the provisions, of the Companies Act, 1956 ('the Act') if any, (including any statutory modification or re-enactment thereof for the time being in force), the Memorandum and Articles of

Association of the Company, Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (hereinafter referred to as 'SEBI Guidelines') and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Company and authority be and is hereby accorded/afforded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee, including the Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), to make amendments to ESOP 2011 by inserting the following sub clause(s) numbered as 7.2 under main Clause 7 and accordingly the existing sub clauses 7.2 will be renumbered as 7.3:

7.2 Implications upon delayed or non- payment of exercise or tax money:

i) Case where there is delayed payment:

1. The very first instance of delayed payment will be entertained for allotment provided the applicant pays off the underlying exercise and tax money within 7 days of the cut-off date which the applicant was supposed to pay. The allotment will be made post receipt of payment within aforesaid time-limit, and as per the available allotment cycle.
2. The second such instance will result into the said exercise getting cancelled and 3 months debar from further exercise of options. However the options underlying such exercise will remain valid and live and may be exercised later. In case the said 3 months go beyond March, in which the exercise period is expiring for such options, the applicant would be allowed an opportunity to pay off by respective March or such other date as decided

by the Board, which shall be final and binding, and have the shares allotted, subsequently.

3. In the third such instance of delayed payment, the underlying options for that particular exercise of options will be forfeited and cancelled. The money if paid, post said time-limit, will be refunded back.

ii) Case where there is no payment. (Payment beyond 7 days of the applicable cut-off date will be considered as no payment):

1. The first such instance will result into the said exercise getting cancelled and 3 months debar from further exercise of options. However the options underlying such exercise will remain valid and live and may be exercised later. In case the said 3 months go beyond March, in which the exercise period is expiring for such options, the applicant would be allowed an opportunity to pay off by respective March or such other date as decided by the Board, which shall be final and binding, and have the shares allotted, subsequently.
2. In the second such instance of delayed payment, the underlying options for that particular exercise of options will be forfeited and cancelled.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make modifications, changes, variations, alterations or revisions in the said ESOP 2011 as it may deem fit, from time to time, as well as to design, modify and keep updating a process around aforesaid terms pertaining to delayed/non-payment of exercise and/or tax money by the employee(s) of the Company and that of its subsidiaries and/or as set out under the respective scheme(s), as the Board in its sole and absolute discretion considers necessary, in conformity with the provisions of the Companies Act,

1956, the Memorandum and Articles of Association of the Company, SEBI Guidelines and any other applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby further authorised to make exception to these rule(s) in a genuine case, if and when it deems fit, in the larger interest of the applicant and the spirit of ESOP programs of the Company.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities, without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:-

Amendment(s) to Employee Stock Option Scheme 2011 (ESOP 2011) to increase number of options which can be granted under ESOP 2011 to the employees of the Company

“**RESOLVED THAT** in partial modification to the earlier special resolution(s) passed by the members in the Annual General Meeting held on August 24, 2011 and pursuant to the provisions of Section 81(1A), and all other applicable provisions, if any, of the Companies Act, 1956, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (hereinafter referred to as “SEBI Guidelines”) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as

may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Company be and is hereby accorded for increasing number of options which may be granted under ESOP 2011, from 1,600,000 to 2,600,000 to be granted in one or more tranches, to the employees of the Company, on such terms and conditions, as may be fixed or determined by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee, including the Remuneration Committee which the Board constitutes/ has constituted to exercise its powers, including the powers, conferred by this resolution), in accordance with the provisions of the law or guidelines issued by the relevant Authority; each option would be exercisable for one equity share of a face value of Rs. 10 each fully paid-up, upon payment of the requisite exercise price to the Company.

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot at any time to or for the benefit of such person(s) who are in permanent employment of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue(s), bonus issue(s), share split(s), merger and sale of division and others, if any additional equity shares are issued by the Company to the Option Grantees/Trust for the purpose of making a fair and reasonable adjustment to the options granted earlier, the above ceiling of 2,600,000 equity shares shall be deemed to be increased, accordingly, to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 10 per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot equity shares upon exercise of options from time to time in accordance with the employee stock option scheme and such equity shares shall rank pari passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the securities may be allotted in accordance with ESOP 2011 either directly and/ or through a trust which may be set up and/or in any other permissible manner and that financial assistance may be provided to the trust/such other mechanism, as permitted.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the securities allotted under ESOP 2011 on the Stock Exchanges, where the securities of the Company are listed, as per the provisions of the Listing Agreement executed with the concerned Stock Exchanges and other guidelines, rules and regulations as may be applicable.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities, without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT at the time of grant, vesting or exercise of the Employee Stock Options by the options grantee, in whole or in part, if any tax obligation of the Company, which may arise in connection with the Employee Stock Option, including obligations arising upon (i) the exercise of the Employee Stock Option, and/or (ii) the transfer of any shares acquired upon exercise of the Employee Stock Option, the same will be recovered from the employee,

by the methods as prescribed by the Board and as permissible under the law.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make modifications, changes, variations, alterations or revisions in the said scheme(s) as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Companies Act, 1956, the Memorandum and Articles of Association of the Company, SEBI Guidelines and any other applicable laws.”

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:-

Amendment(s) to Employee Stock Option Scheme 2011 (ESOP 2011) to increase number of options which can be granted under ESOP 2011 to the employees of the subsidiaries of the Company

“**RESOLVED THAT** in partial modification to the earlier special resolution(s) passed by the members at its Annual General Meeting held on August 24, 2011, and pursuant to the provisions of Section 81(1A), and all other applicable provisions, if any, of the Companies Act 1956, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (hereinafter referred to as “SEBI Guidelines”) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee, including the Remuneration Committee which the Board constitutes / has constituted to exercise its powers, including the powers, conferred by this resolution), to create, offer, issue and allot at any time to or for the benefit of such person(s) who are in permanent employment of the subsidiaries of the Company, both

present and future, options exercisable into shares or securities convertible into equity shares within the limit mentioned in item No. 9 i.e 2,600,000 equity shares of the Company under ESOP 2011, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the law or guidelines issued by the relevant Authority; each option would be exercisable for one equity share of a face value of Rs. 10 each fully paid-up, upon payment of the requisite exercise price to the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue(s), bonus issue(s), share split(s), merger and sale of division and others, if any additional equity shares are issued by the Company to the Option Grantees/Trust for the purpose of making a fair and reasonable adjustment to the options granted earlier, the above ceiling of 2,600,000 equity shares shall be deemed to be increased accordingly to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition of the shares by the aforesaid option grantees under the schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 10 per equity share bears to the revised face value of the equity shares of the Company after such subdivision or consolidation, without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER THAT the securities may be allotted in accordance with ESOP 2011 either directly and/ or through a trust which may be set up and/or in any other permissible manner and that financial assistance may be provided to enable the trust/such other mechanism, as permitted.

RESOLVED FURTHER THAT subject to the terms stated herein, the equity shares allotted pursuant to the aforesaid Resolution shall in all respects rank *pari-passu inter-se* with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the securities allotted under ESOP 2011 on the Stock Exchanges, where the securities of the Company are listed, as per the provisions of the Listing Agreement executed with the concerned Stock Exchanges and other guidelines, rules and regulations as may be applicable.

RESOLVED FURTHER THAT at the time of grant, vesting or exercise of the Employee Stock Options by the options grantee, in whole or in part, if any tax obligation of the Company, which may arise in connection with the Employee Stock Option, including obligations arising upon (i) the exercise of the Employee Stock Option, and/or (ii) the transfer of any shares acquired upon exercise of the Employee Stock Option, the same will be recovered from such person, by the methods as prescribed by the Board and as permissible under the law.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities, without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

11. To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:-**

Payment of remuneration by way of commission to Non-Executive Independent Directors of the Company.

“**RESOLVED THAT** pursuant to section 198 and 309 and all other applicable provisions, if any, of

Companies Act, 1956, (including any amendment or re-enactment thereof), and the laws prevailing for the time being and subject to the approval of the Central Government, if required, and such alterations and modifications, if any, that may be effected pursuant to any change in policies, Acts or Laws, guidelines, rules and regulations relating to Managerial Remuneration or in response to any application(s) for review and reconsideration submitted by the Company in that behalf to the concerned authorities, if any, the consent of the Company, be and is hereby accorded to the Board of directors of the Company (hereinafter referred as 'the Board' which term shall be deemed to include any Committee, including any Committee, which the Board has constituted to exercise its powers, including the powers conferred by this resolution), for making payment of remuneration by way of commission to Non-Executive Independent Directors of the Company, an aggregate sum not exceeding 1% of net profit of the Company for the respective financial year, as calculated, *inter-alia*, in accordance with the provisions of section 198 of the Act, subject to a limit of Rs.12 Lacs p.a. per Non-Executive Independent Director in addition to the fee payable to them for attending the meetings of Board of directors of the Company or any committee(s) thereof, besides reimbursement of actual expenses for attending the same, as permitted.

RESOLVED FURTHER THAT subject to the provisions of the Companies Act, 1956 and / or any other rules, regulations and legislations present and future as are / may become applicable, the Board be and is hereby authorised to define the process and periodicity pertaining to such payment provided the total aggregate remuneration to the Non-Executive Independent Directors will not exceed the limits as aforesaid for the respective financial year in conformity with the provisions of the rules, regulations, legislations, the Memorandum and Articles of Association of the Company, SEBI Guidelines and any other applicable laws.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and

is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities, without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

12. To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:-**

Raising of Long Term Financial Resources

“**RESOLVED THAT** in accordance with the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof) ('hereinafter referred to as the Act') and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Foreign Exchange Management Act, 1999 (FEMA), Foreign Exchange Management (Transfer or issue of security by a person resident outside India) Regulations, 2000 and Issue of Foreign Currency Convertible Bonds and Equity Shares (through Depository Receipt Mechanism) Scheme 1993, the Listing Agreements entered into by the Company with Stock Exchanges on which the Company's Equity shares are listed and the rules/regulations/guidelines, notifications, circulars and clarifications, if any, issued by the Government of India (GOI), the Securities and Exchange Board of India (SEBI), the Reserve Bank of India (RBI), or any other relevant authority from time to time, to the extent applicable and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be necessary or required and subject to such condition(s) and modification(s) as may be prescribed by any of them while granting such approval(s), permission(s), consent(s) and sanction(s) and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which

term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution), the consent of the Company be and is hereby accorded to the Board in its absolute discretion to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted), in one or more tranches whether denominated in rupees or in foreign currency, in the course of domestic and/or international offerings, representing Equity Shares/ other securities by whatever name called including but not limited to non-convertible debt instruments along with warrants and convertible securities other than warrants (hereinafter collectively referred to as “Eligible Securities”) and Equity Shares whether through Depository Receipts, including American Depository Receipts/ Global Depository Receipts (ADRs/ GDRs)/ other depository receipts or otherwise, debentures or bonds whether partly/optionally/fully convertible and/or securities linked to Equity Shares including foreign currency convertible bonds and/or any other financial instruments convertible into or linked to Equity Shares, with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares, and/or otherwise, in registered or bearer form, secured or unsecured (along with ‘Eligible Securities’ hereinafter collectively referred to as “Securities”) such that the total amount raised through the aforesaid Securities should not exceed Rs. 3,000 Million (Rupees Three Thousand Million Only) inclusive of premium (with or without green shoe option, as applicable) by offering the same to any domestic/foreign institution(s), individual(s), non-resident Indian(s), corporate body(ies), mutual fund(s), bank(s), insurance company(ies), pension fund(s), trust(s), stabilizing agent(s), or otherwise, whether shareholders of the Company or not, and Eligible Securities to Qualified Institutional Buyers pursuant to a Qualified Institutional Placement as provided under Chapter VIII of SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009, (SEBI ICDR Regulations 2009), (collectively called ‘Investors’)

through public issue(s) of prospectus, private placement(s) or rights issue or Qualified Institutional Placement (QIP) or a combination thereof at such time or times, at such price or prices, at a discount or at premium to the market price, or price in such manner and on such terms and conditions including security, rate of interest, etc. through a prospectus, placement document or an offering memorandum, as per the terms and conditions that the Board may in its absolute discretion deem fit and appropriate at the time of issue and where necessary, in consultation with the Book/Running Lead Manager(s), Merchant Banker(s) and/or other Advisor(s) or otherwise, including the discretion to determine the categories of investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors wherever necessary.

RESOLVED FURTHER THAT in case of an issuance of FCCBs/ADRs/GDRs, the relevant date for the determination of the issue price of the securities offered, shall be determined, *inter-alia*, in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 as may be amended from time to time.

RESOLVED FURTHER THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendments thereto or re-enactment thereof), and the provisions of Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations”), as amended and the provisions of the Foreign Exchange Management Act, 2000 (FEMA), Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000, the Board of Directors may at their absolute discretion, issue, offer and allot equity shares or securities convertible into Equity Shares for a value up to the amount of Rs. 3,000 million (Rupees Three Thousand Million

Only) inclusive of premium, if any, to Qualified Institutional Buyers (as defined by the SEBI ICDR Regulations) pursuant to a Qualified Institutional Placement, as provided under Chapter VIII of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT in case of a Qualified Institutional Placement pursuant to Chapter VIII of the SEBI ICDR Regulations, the allotment of securities shall only be to Qualified Institutional Buyers within the meaning of the said Chapter and the relevant date for the determination of the price of the Equity Shares/Securities to be issued or issued pursuant to conversion, shall be determined in accordance with the SEBI ICDR Regulations as may be amended from time to time.

RESOLVED FURTHER THAT subject to the applicable provisions, if any, of the Companies Act, 1956 (including any amendments thereto or re-enactment thereof), the provisions of the SEBI ICDR Regulations and the provisions of the FEMA, Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000, the Board of Directors may at their absolute discretion, issue, offer and allot Equity Shares or equity linked instruments for a value up to the amount of Rs. 3000 million (Rupees Three Thousand Million Only) inclusive of such premium, as applicable, to the existing Members of the Company on a rights basis.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international and domestic practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price of the Securities during the duration of the Securities and the Board be and is hereby

authorised in its absolute discretion in such manner as it may deem fit, to dispose off such of the Securities that are not subscribed.

RESOLVED FURTHER THAT:

- (a) the Securities to be so created, offered, issued and allocated shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- (b) the Equity Shares issued shall rank *pari passu* with the existing Equity Shares of the Company.”

RESOLVED FURTHER THAT the issue of Equity Shares underlying the securities convertible into Equity Shares to the holders of the Securities shall, *inter-alia*, be subject to the following terms and conditions:

- (a) in the event of the Company making a bonus issue by way of capitalization of its profits or reserves prior to the conversion of the convertible securities into Equity Shares, the number of shares to be allotted shall stand augmented in the same proportion in which the Equity Share capital increases as a consequence of such bonus issued and the premium, if any, stand adjusted accordingly and as applicable;
- (b) in the event of the Company making a rights offer by issue of Equity Shares prior to the conversion of the convertible securities into Equity Shares, the entitlement to the Equity shares shall stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders, and
- (c) in the event of any merger, amalgamation, takeover or any other re-organization, the number of shares, the price and the time period as aforesaid shall be suitably adjusted.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may

be necessary in accordance with the terms of the offering, all such Equity Shares ranking pari passu with the existing Equity Shares of the Company in all respect, except the right so as to dividend which shall be as provided under the terms of the issue and in the offering documents, as may be permitted under law.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint Lead Manager(s), Underwriter(s), Guarantor(s), Depositor(s), Custodian(s), Registrar(s), Trustee(s), Banker(s), Lawyer(s), Advisor(s) and all such Agencies as may be involved or required or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc., with such agencies and also to seek the listing of such Securities on one or more National and International Stock Exchange(s).

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to determine the form and terms of the issue(s), in accordance with applicable regulations, prevalent market practices, including but not limited to the class of investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, premium amount on issue/conversion of Securities/exercise of warrants/redemption of Securities, rate of interest, redemption period, listings on one or more stock exchanges in India and/or abroad as the Board, in its absolute discretion may deem fit and as permitted under the relevant rules, regulation and guidelines, as applicable, and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues in India and/or abroad and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including sign all deeds, documents and writings and with power on behalf of the Company to settle any questions or difficulties that may arise in regard to the issue(s), as it may, in its absolute

discretion, deem fit, without requiring the Board to secure any further consent or approval of the members of the Company to the intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give full effect to the aforesaid resolutions, including but not limited to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officer of the Company.”

**By Order of the Board
For eClerx Services Ltd**

Gaurav Tongia
Company Secretary

Place: Mumbai

Date: July 9, 2013

Registered Office:

Sonawala Building,
1st Floor, 29 Bank Street,
Fort, Mumbai - 400 023

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY(S) TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing a proxy in order to be valid / effective must be duly filled in all respects and should be lodged with Company at its registered office at least 48 hours before the commencement of the meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, August 16, 2013 to Thursday, August 22, 2013 (both days inclusive).

3. Pursuant to Clause 49(IV)(G)(i) of the Listing Agreement entered with the Stock Exchanges, brief profiles of the Directors who are proposed to be re-appointed are included as annexed to this Annual Report.
4. The certificate from the Auditors of the Company certifying that the Company's Employee Stock Option Scheme(s) / Plan(s) are being implemented in accordance with SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and in accordance with the resolutions passed by the Company in the General Meeting will be available for inspection by the Members at the Annual General Meeting.
5. All documents referred to in the Notice are open for inspection at the registered office of the Company on all working days except Saturday between 11.00 a.m. to 6.00 p.m. up to the date of the Annual General Meeting.
6. Statutory Registers maintained pursuant to the provisions of the Companies Act, 1956, will be accordingly available for inspection by the Members at the Annual General Meeting.
7. Members are requested to:
 - a. produce the duly filled-in attendance slip, which shall also be made available at the entrance of the meeting hall;
 - b. send their queries, if any, on the operations of the Company, to reach the Company's Registered Office at least 10 days before the Annual General Meeting, so that the information could be compiled in advance; and
 - c. immediately intimate change of address, if any, to the Registrar and Transfer Agent quoting reference of their registered folio number.
8. Dividend as recommended by the Board of Directors, if declared at the meeting, shall be paid to the shareholders on or after Tuesday, August 27, 2013, whose names appear on the Register of Members of the Company as per the book closure fixed for the purpose. In case of shares held in dematerialised form, the dividend thereon shall be paid to the beneficial owners, as per list provided by the Depositories for the said purpose.
9. Members who wish to claim their dividends declared in past and which remains unclaimed, are requested to contact Registrar and Share Transfer Agent (RTA) of the Company viz., Karvy Computershare Private Limited, Plot No. 17 to 24, Vithalrao Nagar, Madhapur, Hyderabad - 500081 or write to the Company at its Registered Office. Members are requested to note that, pursuant to Section 205A of the Companies Act, 1956 dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to Investor Education and Protection Fund.
10. In case the shares are held in physical form, all transfer deeds, requests for change of address, bank particulars/mandates/NECS mandates, PAN should be lodged with the Registrar and Share Transfer Agent (RTA) of the Company viz., Karvy Computershare Private Limited, Plot No. 17 to 24, Vithalrao Nagar, Madhapur, Hyderabad – 500081, before the book closure. The above details in respect of the shares held in electronic form should be sent to the respective depository participants by the Members well in time. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
11. Members are requested to furnish to the RTA/ depository participants, the name and branch of the bank and account number to enable the Company to distribute dividend through National Electronic Clearing Services (NECS). In the absence of NECS facility with the shareholder's bank, the bank account details will be printed on the dividend warrants, if available.
12. Members are entitled to make nomination in respect of the shares held by them in physical form. Members desirous of making nominations may approach the RTA of the Company.

Annexure to Notice

Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956

Item No. 6

SEBI vide its Circular CIR/CFD/DIL/3/2013 dated January 17, 2013 amended SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, in respect of Trust Route under ESOP Plan(s)/Scheme(s), providing as below:

- It has been decided to prohibit the listed entities from framing any employee benefit schemes involving acquisition of own securities from the secondary market.
- In respect of those companies, which have already framed and implemented before the date of this Circular any employee benefit schemes involving dealing in the securities of the Company, which are not in accordance with SEBI (ESOS and ESPS) Guidelines, it has been decided that:-
 - (i) such companies will be required to inform the details of their schemes to the Stock Exchanges within 30 days from date of this circular, in the prescribed format and to disseminate the said information on their website.
 - (ii) such companies shall align any existing employee benefit schemes with SEBI (ESOS and ESPS) Guidelines on or before June 30, 2013.*

* SEBI vide its circular No. CFD/DIL/7/2013, DATED 13-5-2013 extended the time-line for aligning the existing schemes, from June 30, 2013 to December 31, 2013.

ESOP Plan(s)/Scheme(s) of the Company contain enabling clause(s), as was permitted under the then extant regulations, allowing the Company to set up ESOP Trust to purchase shares from open market. However the Company doesn't have any ESOP Trust in place as on date. Furthermore, no such trust has dealt in Company's securities in the secondary markets, at any time.

Thus in order to comply with the aforesaid Circular, the Board of Directors of the Company approved amendment(s) to the ESOP Schemes / Plans of the Company and recommended the same for shareholders' approval. The shareholders approval is thus being sought for removing the clauses pertaining to ESOP Trust/ESOS Trust/ Employee Welfare Trust, involving acquisition of its own securities from the secondary market.

The other terms and conditions of the existing ESOP Schemes viz. ESOP 2005, ESOP 2008 and ESOP 2011 would remain the same as envisaged in the respective ESOP Scheme(s) and earlier approved by the shareholders of the Company, amended from time to time.

The Board recommends the passing of the Resolution set out at item No. 6 in the Notice convening the Meeting.

None of the Directors of the Company is in any way, concerned or interested in the resolution, except to the extent of the securities that may be offered to them under the scheme(s).

Item No. 7 & 8

The ESOP Schemes (ESOP 2008 & ESOP 2011) of the Company are silent on implications upon delayed payment of exercise and tax money by the employee(s) concerned, wherein the employee post exercise makes delayed payment of exercise and/or tax money or does not pay the same for indefinite period as against the applicable cut off dates. It may become unduly advantageous to such employee in case of rising share price as otherwise a higher share price would have meant higher tax obligation upon the employee. It may also be disadvantageous to larger set of employees' interests wherein they are denied allotment in a particular cycle as their money was received late by say only one day.

In view of the above and in the larger interest of employees, Remuneration Committee and Board of Directors of the Company, accorded its consent for seeking shareholders

approval and authorisation for making amendments to ESOP Schemes to incorporate clauses pertaining to the implication upon delayed / non payment of exercise and tax money.

The other terms and conditions of the ESOP Schemes viz. ESOP 2008 and ESOP 2011 would remain the same as envisaged in the respective ESOP Scheme(s) and earlier approved by the shareholders of the Company, as amended from time to time.

The Board recommends the passing of the Resolution set out at item No. 7 & 8 in the Notice convening the Meeting.

None of the Directors of the Company is in any way, concerned or interested in the resolution, except to the extent of the securities that may be offered to them under the scheme(s).

Item No. 9 & 10

The Company instituted the Employee Stock Option Scheme 2011 ("ESOP 2011") in the year 2011. The Scheme was duly approved by the members of the Company in the Annual General Meeting held on August 23, 2011. ESOP 2011 provides for the issue of 1,600,000 (One Million Six Hundred Thousand) options convertible into equity shares to be granted to eligible employees of the Company and its subsidiaries. A total of 1,257,741 options have been granted till date, under ESOP 2011.

The Company appreciates the critical role of its personnel in the organizational growth. It strongly feels that the value created by its personnel should be shared with them. To further promote the culture of employee ownership in the Company, the Board of Directors, at its meeting held on May 24, 2013, considered the proposal for amendment of ESOP 2011 so as to increase the number of options that may be granted under the Scheme from 1,600,000 (One Million Six Hundred Thousand) to 2,600,000 (Two Million six Hundred Thousand), As a result of the same, additional 1,000,000 (One Million) options would be available for being granted to eligible employees of the Company and its subsidiaries under ESOP 2011. Each option when exercised would be converted into one equity share of Rs. 10 each fully paid-up.

The Board recommends the passing of the Resolution set out at item No. 9 & 10 in the Notice convening the Meeting.

None of the Directors of the Company is in any way, concerned or interested in the resolution, except to the extent of the securities that may be offered to them under the scheme.

Item No. 11

Non-Executive Independent Director of your Company are not paid any remuneration except the sitting fees for attending Board and committee meetings.

The Board of your Company comprises of Qualified and Professional Non-Executive Independent Directors. The Board is of view that, it is necessary that adequate compensation should be given to Non-Executive Independent Directors for their valuable time, efforts and guidance as also to retain pool of experience, diversity and talent for the growth of the Company.

It is therefore proposed that Non-Executive Independent Directors be paid remuneration by way of commission, in aggregate, not exceeding 1% of the net profit of the Company for the respective financial year, computed, *inter-alia*, in accordance with section 198 of the Companies Act, 1956, subject to a limit of Rs. 12 Lacs p.a. per Non-Executive Independent Director. The said limit of Rs. 12 Lacs p.a. is the upper ceiling and the Board of Directors (including any committee thereof) based on the performance of the Company will decide the actual amount payable to the Non-Executive Independent Directors in terms of commission, which may not necessarily be Rs.12 Lacs p.a. but may even be lower than that.

Section 309(4) of the Companies Act, 1956 requires that Special Resolution to be passed by the members of the Company in General Meeting for a payment of remuneration by way of commission to Non-Executive Independent Director.

Hence the Board recommends the passing of the Resolution set out at item No. 11 in the Notice convening the Meeting.

All the Non-Executive Independent Directors of the Company shall be deemed to be interested in Special Resolution to the extent of the commission which may be received by them in pursuance hereof.

Item No. 12

The Company has grown into a more than Rs. 6600 million entity within a span of little over a decade and has charted out extensive expansion plan in terms of services being provided. Further in order to enhance its global competitiveness and the ability to compete with the peer group in the international markets, the Company needs to further strengthen its financial position by augmenting long term financial resources. Thus as part of its future organic and inorganic growth strategy, the Company plans to incur significant amount in the next 3-4 years towards, *inter-alia*, acquisition of company(ies), expenditure in capacity enhancement, establishing new geographic presence and other meaningful growth opportunities. The expenditure required for meeting these plans would be spread over the next 3-4 years and a long term financing plan would be evolved in the near future.

While it is envisaged that the internal generation of funds would partially fund the above expenditure programme, it is thought prudent at this stage for the Company to meet a part of its funds requirement for the said acquisition of Company(ies), capital expenditure establishing new geographic presence as well as for such corporate purposes including investments in subsidiary companies in India or overseas for their business growth/other requirement, as may be permitted under applicable laws through issue of Securities as mentioned in the resolution at Item No. 12 of the Notice.

In view of the performance of the Company and outlook of the industry, globally and also Company's funds requirements, it is thought prudent to raise resources at an opportune time. It is therefore proposed to issue the Securities as set out in the resolution and/or a mix thereof for an amount not exceeding Rs. 3,000 Million (Rupees Three Thousand Million) only, inclusive of premium, in one or more tranches, in such form, in such manner, at such price or prices and at such time as may be considered appropriate by the Board, to the various categories of Investors in the domestic and/or international market as set out in the Resolution at item No. 12 of the Notice. For reasons aforesaid, an enabling resolution is therefore proposed to be passed to give adequate flexibility and discretion to the Board to finalise the terms of the issue.

While the fund(s) raising programme may be through a mix of equity/debt/equity related instruments, to the extent that any part of the above mentioned capital raising plan includes issue of securities linked to or convertible into Equity Shares and/or other Securities of the Company, Members' approval is being sought under Section 81 and sub-section (1A) of the Companies Act, 1956 ('the Act') and other relevant regulations, which *inter-alia*, provide, that whenever it is proposed to increase the subscribed capital of a company by allotment of further shares, such further shares shall be offered to the persons who on the date of the offer are holders of the Equity Shares of the Company in proportion to the capital paid-up on that date unless shareholders in general meeting decide otherwise. Whilst no specific instrument(s) have been identified at this stage, in the event that the Company issues any equity/equity linked instruments, in one or more tranches, the Equity Shares, if any, allotted on issue, conversion of securities or exercise of Warrants shall rank *pari passu inter-se* with the then existing Equity Shares of the Company, as the case may be.

In the event of the issue of Eligible Securities as set out in the Resolution at item No. 12 of the Notice by way of Qualified Institutional Placement(s), it will be ensured that:-

- the relevant date for the purpose of pricing of the Equity Shares/Securities and/or detachable warrants would, pursuant to Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the SEBI ICDR Regulations") and/or other applicable regulations, be the date of the meeting in which the Board decides to open the proposed issue of the specified securities, and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of securities;
- the issue and allotment of securities shall be made only to Qualified Institutional Buyers (QIBs) within the meaning of the SEBI ICDR Regulations and such securities shall be fully paid up on its allotment, which shall be completed within 12 months of the date of passing this Resolution or such other time, as permitted;

- the total amount raised in such manner, including the over allotment option as per the terms of the issue of Securities, would not exceed 5 times of the Company's net worth as per the audited balance sheet of the relevant previous financial year; and
- the securities shall not be eligible to be sold for a period of 1 year from the date of allotment, except on a recognised stock exchange or except as may be permitted from time to time by the SEBI ICDR Regulations.

In case the said SEBI ICDR Regulations and/or any other relevant regulations/guidelines are amended then the relevant applicable provisions as in vogue will apply and prevail accordingly for any such Qualified Institutional Placement(s), as permitted.

The Members of the Company had accorded their consent for the aforesaid proposal(s) for raising of long term fund(s), including but not limited to via Qualified Institutional Placement, vide resolution passed at the Eleventh Annual General Meeting of the Company held on August 24, 2011.

Regulation 88 of SEBI ICDR Regulations provides that the allotment pursuant to the special resolution approving the Qualified Institutions Placement shall be completed within a period of 12 months from the date of passing of the resolution. Shareholders of the Company at its Eleventh Annual General Meeting held on August 24, 2011 had approved the Special Resolution for Raising the Long Term Financial Resources the said time-limit of 12 months expired on August 23, 2012. It is therefore proposed to seek fresh enabling authorisation from the shareholders of the Company at this Thirteenth Annual General Meeting for a period of 12 months from the date of

the Annual General Meeting. The Company would like to take this opportunity to align the timing of this resolution with its Annual General Meeting cycle to eliminate the need for extraordinary general meetings of the Members or postal ballots for this purpose subject to relevant regulations

This approval is regarded by the Company as an enabling resolution, which can 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 proposes to have enabling approval from Members to allow it the necessary flexibility to quickly take advantage of emerging growth opportunities.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution, except to the extent of their shareholding in the Company or to the extent of the Securities that may be subscribed by the Companies/ Institutions of which they are directors or members, if any.

The Board accordingly recommends the resolution set forth in item No. 12 for the approval of the members.

**By Order of the Board
For eClerx Services Ltd**

Gaurav Tongia
Company Secretary

Place: Mumbai
Date: July 9, 2013

Registered Office:
Sonawala Building,
1st Floor, 29 Bank Street,
Fort, Mumbai - 400 023