

# eClerx

eClerx Services Limited

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## Details of Familiarisation Programme for Independent Directors



Project	Details of Familiarisation Programme for Independent Directors
Company	eClerx Services Ltd.
Prepared by	Legal & Secretarial

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## 1. Introduction

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Pursuant to Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company conducts various familiarisation programmes in order to familiarise its independent directors with their roles, rights, responsibilities in the Company, nature of the industry in which the company operates, business model of the company, etc., by imparting suitable training sessions. In addition, the Company also undertakes various initiatives on continuous basis to update the Independent Directors about the ongoing events and developments relating to the Company and significant changes in regulatory environment.

## 2. Overview of Familiarisation Programmes

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### 2.1. Initial Familiarisation

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The Company issues a detailed letter of appointment to the Independent Directors at their appointment /re-appointment containing, inter alia, their role, responsibilities, remuneration details, etc.

In order to get familiarised with the business and operations of the Company, the Company also provides to the new Independent Director all information and documents such as the Capital structure and Shareholding particulars of the Company, details of Auditors and consultants of the Company, Code of Conduct for Board of Directors and Senior Management Personnel, Code of Conduct for prevention of Insider Trading, copy of Directors and Officers Liability Insurance Policy, etc.

### 2.2. On-going Familiarisation

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The Company through its Executive Director, Key Managerial Personnel, Vertical Head(s) and/or Senior Management personnel conducts programmes / presentations on a half yearly/periodic basis to familiarize the Independent Directors with the strategy, operations and functions of the Company. Such programmes /presentations provide an opportunity to the Independent Directors to interact with the Senior Management of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management, challenges, prospects and such other areas as may arise from time to time.

The Company also informs the Independent Directors about the various disclosures and declarations to be submitted by them to the Company as per the regulatory requirements and policies of the Company. The Independent Directors are given complete access to any information relating to the Company. The Company has created requisite infrastructure for Directors, *inter-alia*, at all key delivery centers to do any adhoc meetings with management for better understanding of business operations and other related matters.

In addition to the familiarisation programmes, the Independent directors are informed about the management updates and regulatory changes at board / committee meeting(s).

### 3. Details of Familiarisation Programmes imparted to Independent Directors

Dates of ongoing Familiarisation Programmes for Independent Directors are given below:

1. March 13, 2015
2. January 29, 2016
3. February 8, 2017
4. March 15, 2017\*
5. November 1, 2017
6. February 27, 2018
7. January 10, 2019

Following are the details of attendance of Independent Directors in Familiarisation programmes conducted by the Company:

Name of Independent Director		Mr. Anish Ghoshal	Mr. Biren Gabhawala	Mr. Alok Goyal	Ms. Deepa Kapoor	Mr. Pradeep Kapoor	Mr. Shailesh Kekre
No. of Programmes attended	F.Y. 14-15	1	1	1	1	1	-
	F.Y. 15-16	1	1	1	1	1	-
	F.Y. 16-17	1	1	0	1	1	1
	F.Y. 17-18	1	2	2	1	2	2
	F.Y. 18-19	1	1	1	1	1	1
	Cumulative till date	5	6	5	5	6	4
No. of Hours spent in the programmes attended	F.Y. 14-15	2	2	2	2	2	-
	F.Y. 15-16	3.5	3.5	3.5	3.5	3.5	-
	F.Y. 16-17	1	1	0	1	1	5
	F.Y. 17-18	1	2	2	1	2	2
	F.Y. 18-19	2.5	2.5	2.5	2.5	2.5	2.5
	Cumulative till date	10	11	10	10	11	9.5

\*Familiarisation Programme for Mr. Shailesh Kekre, appointed as Director w.e.f. March 15, 2017