



**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: contact@eclerx.com | Website: www.eclerx.com

## Standard Appointment Letter for Independent Directors

Date: \_\_\_\_\_

To,

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Dear Mr. / Ms. \_\_\_\_\_,

**Sub: Intimation regarding approval of your appointment as Director, by shareholders of the Company**

We are extremely pleased to inform you that the Shareholders of the Company vide resolution passed at the \_\_\_\_\_ Annual General Meeting of the Company held on \_\_\_\_\_ approved your appointment as a Non-Executive Independent Director of the Company. Subject to the provisions of Companies Act, 2013 ('Act') and relevant regulations, you will hold the office till \_\_\_\_\_, not liable to retire by rotation.

Please find attached a brief note on roles and responsibilities of Director as Annexure – 1 and other details are as below:

**i) Committee(s) of Board of Directors:**

The Company has in place certain Committee(s) of Directors of the Company. You may be invited to join Committee(s) of Directors during your tenure as a Director of the Company. Committee(s) of Directors have meetings periodically.

**ii) Meetings of Directors:**

The Board holds approximately \_\_\_\_\_ Board meetings a year. These meetings are generally preceded by other Committee meetings. The said Board meetings generally start at \_\_\_\_\_ am and extend till \_\_\_\_\_ pm. The Company holds its Annual General Meeting in the third quarter (July – Sep) of the year, in Mumbai.

Pursuant to Section 173 of the Act and Companies (Meetings of Board and its powers) Rules 2014, the directors of a Company may participate in meeting of Board/Committee of Directors under the provisions of the Act through electronic mode i.e. via Video Conference ('VC'). However it is mandatory



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for Directors to physically attend at least one meeting during a financial year. Furthermore as per the Act, VC attendance is not allowed for the meeting in which Board approves the Annual Financial Statement and Board's Report. Similarly Audit Committee meetings for consideration of accounts cannot be conducted via VC.

It may kindly be noted that directors are required to confirm the mode of attending the meeting, 3 days prior to the meeting if joining via VC and audio visual particulars so shared by the Director to be recorded in the minutes. Alternatively Calendar Year advance intimation can be provided to the Company.

**iii) Codes of Conduct:**

The Company has in place a Code of Conduct for Directors and Senior Management Employees pursuant to the Listing Agreement. A copy of the Code of Conduct is attached for your information as Annexure IV.

The Company also has in place a Code of Conduct, *inter-alia*, for the Prevention of Insider Trading, pursuant to SEBI (Prohibition of Insider Trading) Regulations 2015, as amended from time to time. This is also attached for your information as Annexure V. Kindly note that any trading in the securities of the Company is subject to pre-intimation and pre-clearance procedure as laid down under the Code of Conduct. The transaction would also attract post transaction disclosure subject to applicable thresholds.

Further, the Non-Executive Independent Directors are also subject to the Code for Independent Directors laid down by the Board of Directors of the Company, pursuant to the Act. The said Code is attached for your information as Annexure VI.

**iv) Directors and Officers Liability Policy:**

The Company has in place a Directors and Officers Liability Insurance Policy from Tata AIG General Insurance Company Limited for an amount of Rs. \_\_\_\_\_ /- which is valid from \_\_\_\_\_ to \_\_\_\_\_, and it is the Company's intention to maintain such cover for the full term of your directorship. The policy, *inter alia*, protects the Directors and officers against claims arising from decisions and/or actions taken in the course of managing the business of the Company, subject to terms and conditions set out in the policy document. A copy of the policy, is attached for your information and records, as Annexure VII.



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**v) Remuneration:**

The Company pays sitting fees for attending Meetings of directors. Further as per Company's policy boarding and lodging expenses are reimbursed to the Directors based out of Mumbai. Additionally, pursuant to special resolution passed in the \_\_\_\_\_ Annual General Meeting and determination by the Board of Directors thereunder, in terms of remuneration to the Non-Executive Independent Directors, an amount of Rs. \_\_\_\_\_ will be paid per annum. Remuneration will be paid in proportion to the term served in the Company, during the given year.

You may kindly note that this appointment letter will be filed with the Stock Exchanges and also uploaded on Company's website.

Kindly acknowledge receipt of this communication.

With Thanks,

Yours truly,

For **eClerx Services Limited**

**PD Mundhra**

Executive Director

Encl:

1. Brief note on roles and responsibility of Independent Director
2. Brief Capital structure and Shareholding particulars of the Company
3. Brief details of Auditors and consultants of the Company
4. Code of Conduct for Board of Directors and Senior Management Personnel
5. Code of Conduct for prevention of Insider Trading
6. Code for Independent Directors
7. Copy of Directors and Officers Liability Insurance Policy



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## **Annexure – I**

### **Roles and Responsibilities of Directors\***

An independent director shall:

1. Uphold ethical standards of integrity and probity;
2. Act objectively and constructively while exercising his duties;
3. Exercise his responsibilities in a bona fide manner in the interest of the company;
4. Devote sufficient time and attention to his professional obligations for informed and balanced decision making;
5. Not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
6. Not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
7. Refrain from any action that would lead to loss of his independence;
8. Where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
9. Ensure not to have or have had any pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the respective current financial year
10. Assist the company in implementing the best corporate governance practices.



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11. Shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.
12. Shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
13. Shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
14. Not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.
15. Shall not assign his office and any assignment so made shall be void.
16. Seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
17. Strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
18. Participate constructively and actively in the committees of the Board in which they are chairpersons or members;
19. Strive to attend the general meetings of the company;
20. Where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
21. Keep themselves well informed about the company and the external environment in which it operates;
22. Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;



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23. Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
24. Ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use; report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
25. Acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
26. Not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

*\* This is a generic compilation and should not be treated as comprehensive list of roles and responsibilities of directors.*



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**Annexure – II**

**Capital Structure and list of top 10 shareholders as on \_\_\_\_\_**

**Capital Structure:**

Particulars	No. of Shares	Nominal Value in Rupees
Authorized Capital as on _____	_____	_____
Issued & Paid-up Capital as on _____	_____	_____

**Top 10 shareholders:**

Name	As on _____	
	Holding	% of Equity
<b>A) Promoters</b>		
Anjan Malik	_____	_____
Priyadarshan Mundhra	_____	_____
<b>TOTAL (A)</b>	_____	_____
<b>B) Non Promoters</b>		
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
<b>TOTAL (B)</b>	_____	_____
<b>TOTAL (A + B)</b>	_____	_____



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**Annexure – III**

**Brief Details of Auditors and Consultants of the Company**

<b>Statutory Auditors</b>	From FY _____ onwards (Appointed on _____) Up to _____ _____ _____
<b>Internal Auditors</b>	From _____ onwards Up to _____ _____ _____
<b>Tax / Legal / Other Consultants In India*</b>	_____ _____
<b>Legal / Other Consultants Overseas</b>	_____

\*As to India, we do not have a specific Law Firm on retainership as such, as we seek opinion from respective subject matter experts on a case to case basis. The prominent among them are listed above.