



**Familiarisation Programme for Independent Directors**  
**of**  
**Xelpmoc Design and Tech Limited**  
**(CIN - L72200KA2015PLC082873)**

**Preamble:**

Pursuant to Regulation 25(7) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), which comes into force w.e.f. December 1, 2015 and replaces Listing Agreement, Xelpmoc Design and Tech Limited (the "Company") has amended familiarisation programme for the Independent Directors which was adopted by the Board of Directors pursuant to Listing Agreement.

**Objective:**

The familiarisation programme for the Independent Directors aims to provide insight into the Company to enable Independent Directors to understand their role, rights, responsibilities in the Company, nature of industry in which the Company operates, business model of the Company etc., through various programmes.

**Familiarisation Module:**

Various programmes / presentations are conducted to make Independent Directors familiarize with the Organisation functioning.

The Company Management makes presentations/introductory familiarization programme to Independent Directors when new Independent Director is inducted on the Board of the Company.

The Company circulates news and articles related to the industry in which Company operates on a regular basis and provide specific regulatory updates from time to time. Quarterly updates on relevant statutory changes and judicial pronouncements encompassing important amendments are briefed to Directors.

At the outset, all Independent Directors are provided an overview of;

- Criteria of independence applicable to Independent Directors;
- Role, functions, Duties, Responsibilities and liabilities of Independent Directors;
- Directors Responsibility Statement forming part of the Boards' Report;
- Vigil Mechanism including Policy formulation, disclosures, Code of Conduct for Independent

## Directors

- Financial controls, overseeing risk management process, financial management matters, Corporate Social Responsibility (CSR) initiatives adopted by the Company, Stakeholders matters, Board effectiveness, Strategic direction, Competition update, Company's performance update on periodic basis, monthly MIS etc.;
- Risk Management Systems & Framework
- Board Evaluation Process and Procedures

The above initiatives help Directors to understand the Company, its business and regulatory framework in which the Company operates and equips them to effectively fulfill their role as Directors of the Company.

The Company through its Senior Managerial Personnel conducts programs / presentations to familiarise Independent Directors with the functioning of the Company. Such programs / presentations provide an opportunity to Independent Directors to interact with the Senior Management team of the Company and helps them to understand the Company's strategy, business model, operations, service and product offerings, markets, Organisation structure, facilities and risk management and such other areas.

## Disclosures:

The document on familiarization programme shall be uploaded on the website and a web link thereto shall be given in the Annual Report of the Company.

## Details of Familiarization Programmes undertaken by the Company for the Independent up to 31<sup>st</sup> March, 2021:

Date of Programme	Area Covered
28-03-2019	Revised roles and obligations of Independent Directors as per the recent amendments in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
06-08-2019	Discussion on important changes in Companies Amendment Act, 2019
05-02-2020	Presentation on Independent Directors Database Registration
09-06-2020	Presentation in relation to Covid-19 impact on business affairs of the Company and steps taken to ensure smooth functioning of operation of the Company
07-11-2020	Presentation on key changes in Companies (Amendment) Act, 2020
03-02-2021	Presentation on key changes in Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021

**Details of attendance of Independent Directors in Familiarization Sessions are as follows:**

<b>S. No.</b>	<b>Name of Independent Director</b>	<b>No. of the Sessions attended</b>		<b>No. of hours spent in the Sessions attended</b>	
		<b>FY 2020-2021</b>	<b>Cumulative till date</b>	<b>FY 2020-21</b>	<b>Cumulative till date</b>
1.	Tushar Trivedi	3	6	3	6
2.	Premal Mehta	3	6	3	6
3.	Karishma Bhalla (Appointed w.e.f. August 14, 2020)	2	2	2	2

**Review:**

The Board of Directors shall review this programme and make revisions as may be required from time to time.