

FAMILIARISATION PROGRAM FOR INDEPENDENT DIRECTORS

1. **INTRODUCTION**

In terms of Schedule IV of the Companies Act, 2013 and Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the listed entity shall familiarize the Independent Directors through various programmes about the listed entity.

The SEBI Listing Regulations mandate the Company to familiarize the Independent Directors in the following areas:

- Nature of Industry in which the Company operates;
- Business Model of the Company;
- Roles, Rights and Responsibilities of independent directors, and
- any other relevant information.

2. **PURPOSE & OBJECTIVE**

The Program aims to provide insights into the Company to enable the Independent Directors to understand their roles, rights, responsibilities in the Company and get updated on the Business & Operations of the Company and contribute significantly to the Company.

3. **DETAILS OF FAMILIARIZATION PROGRAMME**

A. To familiarize the Independent Directors about their roles, responsibilities and duties as Independent Director they will be provided an overview of;

- Criteria of independence applicable to Independent Directors as per Regulation 16 of the SEBI Listing Regulations and the Companies Act, 2013;
- Compliance Personnel, on whom reliance can be placed by the Independent Directors;
- Time allocation by the Independent Directors on financial controls, overseeing systems of risk management, financial management compliance, Corporate Social Responsibility, Remuneration, Stakeholders conflicts, Board effectiveness, strategic direction, Meetings and performance assessment;
- Directors Responsibility Statement form part of the Boards’ Report;
- News and articles related to the industry on a regular basis and regulatory updates from time to time.
- Vigil Mechanism including policy formulation, disclosures, code for Independent Directors, fraud response plan, obtaining Audit Committee approval, wherever required;
- Risk Management systems & framework;
- Board evaluation process and procedures;
- Dealing with Related party transactions under the Companies Act, 2013 and the SEBI Listing Regulations;
- Internal Financial Controls and
- Loans and Investments under the Companies Act, 2013.
- Overview of business expansion plans and new projects, if any
- Such presentations will provide an opportunity to the Independent Directors to interact with the senior leadership team and auditors 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 and such other areas as may arise from time to time;

The Company may conduct an introductory familiarization program/ presentation when a new Independent Director comes on the Board of the Company.

4. PROGRAMME AND DISCLOSURE

1. Familiarization programmes will be conducted “as needed” basis during the Year.
2. A familiarization pack is given to the incoming director, which includes the Company’s Memorandum & Articles of Association, Annual Reports, Code of Business Conduct & Ethics applicable to the directors/employees of the Company, Code of Conduct of Insider Trading Prohibition Policy. A detailed appointment letter incorporating the roles, duties, and responsibilities, performance evaluation process, remuneration and obligation on disclosures is issued for his/her acceptance.
3. As and when familiarization programmes are conducted, the same will be disclosed on the website of the Company and a web link thereto shall also be given in the Annual Reports of the Company.

5. REVIEW OF THE PROGRAMME

The Board will review this programme and make revisions as may be required. In any circumstance where the provisions of this Policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the relevant law, rule, regulation or standard will take precedence over this Policy until such time as this Policy is changed to conform to the said law, rule, regulation or standard.
