



FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

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1. INTRODUCTIONS:

In accordance with Regulation 4 (14), 25 (7) read with Regulation 46 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall familiarise the independent directors with the Company, their roles, rights and responsibilities in the Company, nature of the industry in which the Company operates, Business Model of the Company, etc. through various programmes.

2. OBJECTIVE:

The familiarization programme helps the independent directors not only to have greater insight into the Company's business but also contribute effectively in decision making at Board / Committee meetings.

3. INDUCTION ON JOINING THE BOARD OF THE COMPANY:

- A. At the time of appointment, an appointment letter incorporating the role and duties, tenure of appointment, evaluation process, availability of directors and officers' liability insurance, details regarding remuneration are given to the Directors.
- B. The Company conducts a well-structured induction programme for orientation and training of directors which includes one-to-one interactive sessions with the executive directors and management.
- C. New independent directors are provided with induction kit which includes presentation on details about the Company, Brief Profile of other Board Members, Memorandum and Articles of Association and policies as made under Companies Act, 2013 and SEBI Regulations.

4. FAMILIARIZATION AND CONTINUING EDUCATION PROCESS:

- A. The Company shall through its Executive Directors / Senior Managerial Personnel conduct programmes / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company;
- B. Such programmes / presentations will provide an opportunity to the Independent Directors to interact with the senior leadership team 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;

- C. The programmes / presentations shall also familiarize the Independent Directors with their roles, rights and responsibilities;
- D. Active communication channel between executive directors and independent directors, that allows the independent directors to raise query, seek clarifications for enabling a better understanding of the Company and its various operations are available.
- E. Meeting of statutory and internal auditors with independent directors are held to discuss Company's affairs without presence of management.
- F. The Company may circulate
 - News and articles related to the industry/ regulatory framework on a regular basis and may provide specific regulatory updates from time to time;
 - Updates on relevant Statutory and Regulatory changes are circulated to the Directors.

5. ROLE OF INDEPENDENT DIRECTORS:

The role of the independent directors is:

- A. To help in bringing an independent judgement to bear on Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- B. To bring an objective view in evaluation of the performance of Board and management;
- C. To scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- D. To satisfy themselves on the integrity of financial information and that the financial controls and the systems of risk management are robust and defensible;
- E. To safeguard the interest of all the shareholders of the Company;
- F. To balance the conflicting interest of the shareholders and management, if and when such a situation arises;
- G. To ensure the effectiveness of the Board as the oversight body to oversee what the management does;
- H. To identify the most critical issues for the Board to deal with;
- I. To assist the Board in achieving consensus on important issues;
- J. To ensure that Board conversations do not veer in the direction of certain unwanted topics / individual preferences; and
- K. To provide candid feedback to CEO / CFO / Whole-time Director;



6. REVIEW OF THE PROGRAM:

All the Directors and Senior Management Personnel of the Company shall conduct their activities on behalf of the Company and on their own behalf, with honesty, integrity and fairness. The Directors and Senior Management Personnel of the Company will act in good faith, responsibility, with due care, competence and diligence, without allowing their independent judgment to be subordinated.

The Directors and Senior Management Personnel of the Company will act in the best interests of the Company and fulfil the fiduciary obligations

7. MISCELLANEOUS:

- A. This Policy shall be uploaded on the Company's website for public information and a web link for the same shall also be provided in the Corporate Governance Section of the Annual Report of the Company.
- B. The Board may review the Program and make revisions as may be required.
- C. The Company Secretary is authorized to amend this programme to give effect to any changes / amendments notified by the Ministry of Corporate Affairs or SEBI. The amended programme shall be placed before the Board for noting and ratification.

Last Amended May 26th 2022