
FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS **(Regulation 25 of the (“SEBI Listing Regulations”), 2015**

1. PREAMBLE :

In accordance with the requirements of Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the applicable provisions of the Companies Act, 2013, it is required that:

- a. The Company shall familiarize the Independent Directors with the Company, their roles, rights and responsibilities in the Company, the nature of the industry in which the Company operates, the business model of the Company, etc., through various programmes.
- b. The details of such familiarization programmes shall be disclosed on the Company’s website and a web link thereto shall be provided in the Annual Report of the Company.

2. PURPOSE AND OBJECTIVE OF THE PROGRAMME:

The Familiarization Programme aims to provide insights into the Company and enable the Independent Directors to understand their roles, rights and responsibilities in the Company. The Programme also seeks to keep the Independent Directors updated on the business, operations and industry of the Company, thereby enabling them to contribute effectively towards the growth and governance of the Company.

3. INITIAL FAMILIARIZATION :

At the time of appointment, an Independent Director shall be issued a formal letter of appointment setting out the terms of appointment, roles, duties and responsibilities.

The Independent Directors shall also be familiarized with the following:

- a. Criteria of independence under the Companies Act, 2013 and SEBI Listing Regulations;
- b. Roles, responsibilities, duties and liabilities of Independent Directors;
- c. Company’s business model, operations and industry overview;
- d. Board and Committee processes, including performance evaluation;
- e. Code of Conduct, Insider Trading Regulations and Vigil Mechanism Policy;
- f. Risk management framework and internal financial controls;

g. Related Party Transactions and other key provisions of the Companies Act, 2013 and SEBI Listing Regulations; and

h. Policies, procedures and governance framework of the Company.

4. ONGOING FAMILIARIZATION :

In accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors shall be regularly updated on changes in applicable laws, regulations and corporate governance practices.

The Company shall, from time to time, conduct familiarization programmes, presentations and interactive sessions through the Managing Director, Whole-time Director, Key Managerial Personnel and Senior Management Personnel to familiarize the Independent Directors with the Company's business, operations, industry, strategy, risk management framework, internal control systems and governance practices.

The Independent Directors shall have access to the senior management team and may also interact independently with the Statutory Auditors, Internal Auditors and external advisors of the Company, whenever required, to enable them to effectively discharge their duties and responsibilities.

5. DISCLOSURE :

The Familiarization Program for Independent Directors shall be conducted on a need basis and in accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

The details of the Familiarization Program imparted to Independent Directors, including the number of programs attended, hours spent and other relevant details shall be disclosed on the website of the Company and a web link thereto shall be provided in the Annual Report of the Company.

6. REVIEW/ AMENDMENT :

The Board will review this Program and make revisions as may be required.