

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS (in terms of clause 49 of the Listing Agreement)

1. Preamble :

Clause 49(II)(B)(7) of the Listing Agreement with the Stock Exchange requires that:

a) The Company shall familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, 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 given in the Annual Report.

2. Initial familiarization:

At the time of appointing an Independent Director, a formal letter of appointment is given to him/her, which inter alia explains the terms, role, duties and responsibilities expected of him/her as an Independent Director of the Company. At the outset, all the Independent Directors are provided with an overview of the following;

Criteria of independence applicable to Independent Directors as per Clause 49 of the Listing Agreement on Corporate Governance and the Companies Act, 2013;

Roles, Duties and liabilities;

Code of Conduct of Directors and Insider Trading Regulations

Performance Appraisal & Evaluation process

Disclosures and Business Interests,

Term including Remuneration

Policies inclusive of Whistle Blower Mechanism

Risk Management Systems & Policies;

3. Ongoing familiarization :

The Independent Directors are advised from time to time, of the compliances required from him/her under the Companies Act, 2013, Clause 49 of the Listing Agreement. They are also familiarized with the Company's operations, set up, market shares, governance, internal control processes and other relevant information pertaining to the Company's business and the Company will continue to follow the same in order to enable the Independent Directors to understand and get updated on the business and operations of the Company on a continuous basis.

On an on-going basis, the Company, through its CEO as well as other Senior Managerial Personnel conducts presentations/programs to familiarize the Independent Directors with the strategy, operations and functions of the Company. Independent Directors have the freedom to interact with the Company's management and the senior leadership team of the Company.

Apart from this, they also have the freedom to interact independently with the Statutory Auditors, the Internal Auditors and external advisors as may be appointed from time to time. Independent Directors are also free to meet separately without the presence of any management personnel and their meetings are conducted informally to enable the Independent Directors to discuss matters pertaining to the Company's affairs and put forth their combined views to the Board of Directors of the Company.

4. Disclosure /Amendment :

This Policy shall be disclosed on the website of the Company and a web link thereto, shall be provided in the Annual Report of the Company. The right to interpret/amend/modify this Policy vests with the Board of Directors of the Company.