

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

I. BACKGROUND

SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015, as amended, (the “Listing Regulations”) requires that:

- a. The Company shall familiarise its independent directors, their roles, rights, responsibilities, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes.
- b. The details of such familiarisation programmes shall be disclosed on the Company’s website and a web link thereto shall be given in the Annual Report.

II. OVERVIEW OF THE PROGRAMME

1. Initial familiarisation programme:

The Independent Directors are apprised, on their roles, duties & responsibilities, time commitment required, remuneration, insurance coverage, and also the process for evaluation of the performance of the Board, Board Committees & individual Directors.

Further, the Directors, on appointment, are provided with certain set of documents which, inter alia, include the Company's Memorandum and Articles of Association, Corporate Governance Policy, Code of Conduct, Code of Conduct for Prevention of Insider Trading, Terms of Reference of Board Committees and Annual Report & Accounts for the last 2 years.

Additionally, an independent director is made aware of various compliances required under the Companies Act, 2013, Listing Regulations and other applicable Acts, Laws, Rules and Regulations.

The Company shall endeavor to provide presentations to the independent directors from time to time about the Company’s/Group’s overview, key milestones, key business segments, nature of business activities, awards and recognitions received, regulatory updates, group structure and other relevant information pertaining to the businesses of the Company and its various underlying subsidiaries/associates..

The familiarisation programme helps the independent directors to understand the structure of the Company, its business and management and the regulatory framework in which the Company operates. This would also help the independent directors to be

better equipped to effectively deal with his/her role as an independent director of the Company.

2. Continual familiarisation programme:

The Company shall follow a structured orientation programme for the independent directors to make them aware and update them on the business and operations of the Company on a continuous basis.

The Company shall on a continuous basis arrange to make business presentations to update the independent directors with the strategy, operations and functions of the Company and its subsidiaries. Such presentations provide an opportunity to the independent directors to interact with the CEO's / Heads of the respective businesses which help them to understand the Company/its subsidiaries' strategy, business model, operations, service and product offerings, markets, organisation structure, facilities and risk management and such other areas.

The independent directors shall have complete access to the information within the Company. Independent directors have the freedom to interact with the Company's management and management of the underlying companies. Interactions happen during Board/Committee meetings, when business heads of the Company and its subsidiaries are asked to make presentations about performance of their business divisions to the Board. Apart from this, independent directors also have separate interactions with the Statutory Auditors and the Internal Auditors as and when required.

3. Disclosure of the Familiarisation Programme:

This Programme is uploaded on the Company's website and a web link for the same is also provided in the Annual Report of the Company.

III. DISCLOSURE

This Policy shall be disclosed on the Company's website.

IV. CONFLICT IN POLICY

In the event of any conflict between the Companies Act, 2013 (the "Companies Act") or the Listing Regulations or any other statutory enactments ("**Regulations**") and the provisions of this Policy, the Regulations shall prevail over this Policy.

V. AMENDMENTS

The Board of Directors can amend this policy, as and when deemed fit. In case of any amendment/modification in any form viz., circular(s), notification(s), guideline(s) etc. to the Companies Act, 2013, the Listing Regulations and/or other applicable laws issued by relevant authorities not being consistent with the provisions laid down in the Policy, then such amendments(s), clarification(s), circular(s), etc. shall prevail upon the provisions hereunder and this policy shall stand amended accordingly from the effective date as laid down under such amendment.

Document Control

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