



FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

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Familiarisation Programme for Independent Directors

Preamble

Clause 49 of the Listing Agreement with the Stock Exchanges inter-alia requires the Company to 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.

Overview of the Familiarization Process

All Independent Directors have been briefed about their roles, functions and responsibilities in the Company. The appointment letter issued to Independent Directors also sets out detailed terms of employment including their roles, function, responsibilities and their fiduciary duties as a director of the Company. Information about various service lines was provided to the Independent Directors.

Independent Directors are provided with necessary documents, reports and internal policies to enable them to familiarize with the Company's procedures and practices. Further, periodic presentations are made at the Board and its Committee Meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved. Quarterly updates on relevant statutory changes are provided to the Directors in the Board meetings.

Each director of the Company has complete access to any information relating to the Company. They are given all the documents sought by them for enabling a good understanding of the Company and its various operations. Independent Directors have the freedom to interact with the Company's management. Further, they have independent discussions without the presence of the Company's Management Personnel to discuss about the Company's affairs and put forth their combined views to the Board.

Orientation Programme for New Directors

An orientation programme for new Directors will be conducted upon induction:

The Company shall conduct a formal induction programme for the new Independent Director, which may include familiarization of Director with the following:

- Roles, rights and responsibilities of the Director and the Board as a whole;
- Company's vision, core values, ethics and Corporate Governance practices;
- Business Structure and Overview, Corporate strategy, Business Plans and Annual Targets;
- Familiarization with Company's Business operations, performance, financial statements, other financial matters, Internal control processes and Statutory Compliances;
- Code of Business Ethics and Conduct, Insider Trading Code, Fair Disclosure Code, Anti-Bribery and Anti-Corruption Policy and others as may be formed by the Company from time to time.

Review of the Programme

The Company may review the programme and make necessary revisions, as and when required.

Disclosure Requirement

The details of the familiarization programme shall be disclosed on the Company's website and a web link thereto shall be given in the Annual Report.

