POLICY FOR FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

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1. Introduction

Schedule IV to the Companies Act, 2013 read with Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, requires the Company to familiarize the Independent Directors with 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.

Further, as per terms of Schedule IV of the Companies Act, 2013, the Independent Directors are required to keep themselves abreast of the regulatory provisions and the knowledge, skill and expertise required being an Independent Directors.

2. Purpose & Objective

Through the Programme, the Company aims to achieve the following objectives:

- To apprise the directors about the operating system of the Company for its business operations.
- To inform them of all the laws, rules, regulations and guidelines applicable to the Company.
- To make them aware of the rules, responsibilities, liabilities pursuant to the Companies Act, 2013.
- To generate and obtain valuable and informed decision from the directors on the matters to be brought or discussed at the Board Meetings.

3. Familiarization Process

a) The Company will conduct orientation programmes / presentations / training sessions, periodically at regular intervals, to familiarize the independent directors with the strategy, operations and functions of the Company.

b) Such orientation programmes / presentations / training sessions 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, group structure, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities, risk management strategy, governance policies, designated channels for flow of information and such other areas as deemed necessary.

c) The programmes / presentations also familiarize the independent directors with their roles, rights and responsibilities. The Company may include such other details and information, as required, during the introductory familiarization programme / presentation, when a new independent director comes on the board of the Company.

d) Initiatives for Induction on joining the Board of the Company
   a. Formal letter of appointment as Independent Director of the Company.
   b. Memorandum of Association and Articles of Association of the Company.
   c. Annual Reports of last three consecutive years.
   d. Criteria of Independence applicable to Independent Directors as per Clause 49 of the Listing Agreement and Companies Act, 2013.
   e. Code of Conduct for Independent Directors.
   f. Code of Conduct for Directors and Senior Managerial Personnel.
   g. Code of Internal Procedures and Conduct for Prevention of Insider Trading.
   h. Note on Directors roles, functions, duties, responsibilities and liabilities of Independent Directors under the Companies Act, 2013 and Clause 49 of the Listing Agreement.
   i. A detailed note introducing other directors on the Board of the Company, and also detailing composition of various Committees of the Board, their roles, duties and terms of reference etc.
   j. Policy of the Company comprising of policies on various business aspects and practices.
   k. Organizational Chart of the Company and the profile of all the Directors and the Senior Managerial Personnel of the Company.
   l. List of Contact details of the Directors, Senior Management Personnel, Key Managerial Personnel and their personal/ executive assistants, if any.
   m. Publicity material of the Company that explains the range of services and solutions offered by the Company to its clients.
   n. Board evaluation process and procedures.

4. Review of the Programme

The Company may periodically review this Programme and make suitable revisions, as may be deemed necessary, from time to time. The Familiarization programme for Independent Directors will be administered and monitored by the Board.

5. Disclosure

The Programme will be conducted "as needed" basis during the year. As and when the Programme is conducted the same will be disclosed on the website of the Company under Investor Relations section and a web link thereto shall also be given in the annual report of the Company.

6. Amendment

In case there are any modification(s) / amendment(s) / notification(s) / circulars(s), guidance note(s), informal guidance(s) issued by SEBI / MCA or judgements made by the Tribunal or any Court which has the effect of amendment in the Regulation(s) / Section(s) / Rule(s) made thereunder. The Managing Director or Whole time Director is authorized to make amendments in the Policy / Code as to the extent applicable. The amended Policy / Code shall be taken note by the Board of Directors / Committee in their ensuing Meeting(s).

7. Effective Date

Provisions of the regulations under this policy shall be applicable to the company from the date when the securities of the company are listed on Stock Exchanges.

Details of Familiarization Programmes for Independent Directors

In accordance with Familiarization Programmes for Independent Directors of the Company, the Independent Directors have complete access to the information within the Company. As a part of Agenda of Board / Committee Meetings, presentations are regularly made to the Independent Directors on various matter inter-alia covering the Company's strategy, business model, operations, markets, offerings, finance, quarterly and annual financial results, human resources, technology, risk minimization procedures, role, rights, responsibilities of the Independent Directors and such other areas as may arise from time to time, where Directors get an opportunity to interact with the Company's management.

Details of Familiarisation Programmes imparted to Independent Directors: -

- **FY 2023-24**

S. No	Name	No. of programmes attended		No. of hours spent	
		FY 2023-24	Cumulative till March 31, 2024	FY 2023-24	Cumulative till March 31, 2024
1.	Mr. Ram Prakash Bajpai	1	1	1	1
2.	Mr. Manoj Joshi	1	1	1	1
3.	Mr. Rakesh Mohan Garg	1	1	1	1
4.	Ms. Shivani Mishra	1	1	1	1

- **FY 2024-25**

S. No	Name	No. of programmes attended		No. of hours spent	
		FY 2024-25	Cumulative till March 31, 2025	FY 2024-25	Cumulative till March 31, 2025
1.	Mr. Ram Prakash Bajpai	5	6	5	6
2.	Mr. Manoj Joshi	6	7	6	7
3.	Mr. Rakesh Mohan Garg	6	7	6	7
4.	Ms. Shivani Mishra	6	7	6	7

➢ **FY 2025-26**

S. No	Name	No. of programmes attended		No. of hours spent	
		FY 2025-26	Cumulative till March 31, 2026	FY 2025-26	Cumulative till March 31, 2026
1.	Mr. Ram Prakash Bajpai	5	11	5	11
2.	Mr. Manoj Joshi	5	12	5	12
3.	Mr. Rakesh Mohan Garg	5	12	5	12
4.	Ms. Shivani Mishra	5	12	5	12