



**ADITYA INFOTECH LIMITED**

**POLICY ON FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS, ROLE, RESPONSIBILITY AND RIGHTS OF INDEPENDENT DIRECTORS**

**Version 1.0**

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## Table of Contents

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Introduction.....	3
Applicability.....	3
Process of Familiarization with company.....	3
Role of Independent Directors.....	3
Continual familiarization modules.....	4
Policy Review.....	4
Disclosures.....	4



## **Policy on Familiarization Programme for Independent Directors, Role, Responsibility and Rights of Independent Directors**

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### **I. Introduction**

The board of directors of Aditya Infotech Limited (“**Company**”) in pursuance of Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and other applicable provisions (including any statutory enactments/ amendments thereof, adopted the policy on familiarization programme for independent directors, role, responsibility and rights of independent directors (“**Policy**”) on [•].

### **II. Applicability**

This Policy applies to the Independent Directors of the Company. The Policy shall come into force with effect from the date Regulation 25(7) of the SEBI Listing Regulations takes effect with respect to the Company.

### **III. Process of familiarization with the Company**

The Company ensures that independent directors are familiarized with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates and the business model of the Company and with any other relevant information, through various programmes and at regular intervals in the manner as follows:

- (a) At the time of induction and subsequently on a sustained and regular basis, the independent directors are provided with an overview of the strategy, operations and functions of the Company.
- (b) The training sessions/ presentations/ programmes provide an opportunity for the independent directors to understand the business strategies, business models, organization structure, group structure, services and products, human resources, facilities, risk management strategy, governance policies designated channels for flow of information and such other areas as deemed necessary.
- (c) The independent directors are made aware of their responsibilities at the time of their appointment through a formal letter of appointment, which also stipulates their roles, functions, duties, responsibilities and various terms and conditions of their appointment.

### **IV. Role of independent directors**

The role of independent directors is:

- To help in bringing an independent judgement to bear on Board’s deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.
- To bring an objective view in evaluation of the performance of Board and management.
- To scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance.
- To satisfy themselves on the integrity of financial information and that the financial controls and the systems of risk management are robust and defensible.



- To safeguard the interest of all the shareholders of the Company.
- To balance the conflicting interest of the stakeholders.
- To play important role in appointment, removal and determination of appropriate remuneration of executive/whole-time/managing directors, key managerial personnel and senior management personnel.
- To moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.
- To adhere with the Schedule IV of the Companies Act, 2013.

#### **V. Continual familiarization modules**

To understand and remain updated on the business, operations of the Company and changes in the regulatory regime on a regular basis, the independent directors at the Board meetings and relevant committee meetings are provided, *inter alia*, with the following:

- Updates on operations, industry position, strategies, competitiveness and financial performance of the Company.
- Updates regarding budgets, working capital management and fund flows.
- Review of internal & statutory audit.
- Updates on significant developments in the Company and business performance of the Company.
- Updates regarding business strategies and policies of the Company on social responsibility, nomination and remuneration criteria, vigil mechanism/whistle blower, risk management etc.
- Safety, health and environment and sustainability issue.
- Update on significant amendments in corporate and other laws and its impact on the Company.

#### **VI. Policy review**

The Board may subject to applicable laws is entitled to amend, suspend or rescind this Policy at any time as necessary to ensure compliance with the applicable laws and, listed regulations. Any difficulties or ambiguities in the Policy will be resolved by the Board in line with the broad intent of the Policy. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy.

In the event of any conflict between the provisions of this policy and of the applicable law, such applicable law in force from time to time shall prevail over this Policy.

#### **VII. Disclosures**

- The details of the familiarization imparted to independent directors in accordance with SEBI Listing Regulations shall be disclosed on the website of the Company.
- This Policy shall be uploaded on the Company's website for public information and a web link for the same shall also be provided in the annual report of the Company.