



Divgi-TTS

the Spirit of Innovation

DIVGI TORQTRANSFER SYSTEMS LIMITED

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

Document Control

Created by	Company Secretary and Compliance Officer
Reviewed by	Nomination and Remuneration Committee on April 29, 2022
Approved by	Board of Directors on June 10, 2022
Version	1.0/2022

Document Record Sheet

Sr. No.	Revision No.	Date	Description of changes

As per Regulation 25(7) and 46(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), DIVGI TORQTRANSFER SYSTEMS LIMITED (“Company”) shall familiarize its independent directors through various programmes about the Company, including the following:

- (a) Nature of the industry in which the Company operates;
- (b) Business model of the Company;
- (c) Roles, rights, and responsibilities of independent directors; and
- (d) Any other relevant information.

In terms of Regulation 46(2)(i) and Schedule V of SEBI Listing Regulations, the Company shall, on its website, disclose the details of familiarization programmes imparted to independent directors including the following details, and a link thereof shall be disclosed in the section of Corporate Governance Report of the Annual Report of the Company:

- (i) Number of programmes attended by the independent directors (during the year and on a cumulative basis till date);
- (ii) Number of hours spent by the independent directors in such programmes (during the year and on cumulative basis till date); and
- (iii) Other relevant details.

1. Purpose:

The Familiarization Program is aimed to provide the independent directors with an overview of the industry, present and proposed operations of the Company to enable them to understand its business in depth and for their effective contribution in its growth.

2. Familiarization Process:

The Company shall through its Whole Time Directors / Senior Management Personnel conduct programs / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company. The program essentially has two broad components:

A. Technical and behavioral

The technical component shall enable the participants to understand Company business, strategies, industry dynamics and its growth plans and prepare them for an active role in Company.

B. The behavioral component shall empower the participants to understand board procedures and help them to be effective in board activities.

The Program also aims to offer a conceptual framework based upon current expectations which require the Independent Directors to adhere to a code and standard of ethics and integrity for fulfillment of their responsibilities in a professional and faithful manner to promote confidence of the investment community particularly minority shareholders, regulatory authorities, and the stakeholders at large.

The program shall be conducted in such manner as to facilitate and convenience the Independent Directors and enable them to attend the same in view of their busy schedules. The Company may circulate news and articles related to the industry on a regular basis and may provide specific regulatory updates from time to time; and The Company may conduct an introductory familiarization program / presentation, when a new Independent Director comes on the Board of the Company.

3. Background material and periodical updates:

- A. Upon appointment of an independent director, company will forward the following background material to every independent director:
- Memorandum and Articles of Association
 - Annual reports for the previous three financial years containing the Audited Financial statements, Report of the Auditors, and report of Board of Directors
 - Details of business operations during the last three financial years
 - Policies framed by the Company as per the provisions of companies Act, 2013 and the SEBI listing regulations
 - Material and brochures relating to the products and operations of the company, press briefings, press releases and media presentations including details about analysts meets
- B. Company will update the independent directors with the details of developments on periodical basis
- C. Company will not share any information which is an Unpublished Price Sensitive Information as defined under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

4. Familiarization Process / Programme adopted by the Company:

The Company has put in place a system to familiarize the independent directors about the Company by updating them with various events and developments taking place in the Company in particular and the industry, as a whole.

As a part of updating the independent directors, a detailed presentation shall be made on the salient features of the Companies Act, 2013 including the roles and

responsibilities of independent directors. Updates on the changes in the Companies Act, 2013 are to be provided to the independent directors continuously. The presentations should also cover applicable regulations from the SEBI Listing Regulations and the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended. This contributes towards keeping the independent directors aware of the changing regulatory framework and the independent directors are able to re-align their contribution, accordingly. As an additional step in this direction, to ensure compliance with the SEBI Listing Regulations, the independent directors are also provided with inputs on the business model and various processes in the operations of the Company.

The familiarization programme for Independent Directors is prepared after assessment of requirement, in consultation with each Independent Director. Need for familiarization is also identified through Directors' performance evaluation process. Familiarization is achieved through broad-based engagement, under which various business heads and functional heads (including those of key subsidiaries) are invited for one-on-one interaction with the Independent Directors.

The details of the programmes attended by the independent directors are as follows:

Sr. No.	Name of the independent director	No. of programmes attended during FY 2021-22	No. of hours spent in such programmes during FY 2021-22	No. of programmes attended on cumulative basis from the date of appointment	No. of hours spent in such programmes on cumulative basis from the date of
1.	[•]	[•]	[•]	[•]	[•]

In the event of any conflict between the provisions of this Policy and of the Act or Listing Regulations or any other statutory enactments, rules, the provisions of such Act or Listing Regulations or statutory enactments, rules shall prevail over this Policy. Any subsequent amendment/modification in the Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.