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## Familiarization Program for Independent Directors of the Company

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**THE SANDESH LIMITED**  
(CIN: L22121GJ1943PLC000183)

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Registered Office:

'Sandesh Bhavan', Lad Society Road, B/h.  
Vastrapur Gam, P.O. Bodakdev,  
Ahmedabad-380054 (Gujarat-India)

Phone: 079-40004000 Fax: 079-40004242

Email: [investorsgrievance@sandesh.com](mailto:investorsgrievance@sandesh.com)

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## **Preamble & Purpose**

Regulation 25 (7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Regulations') stipulates that the Company shall familiarize the 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, responsibilities of independent directors; and
- (d) any other relevant information.

Further, the details of such familiarization programmes shall be disclosed on the Company's website and a web link where details of familiarisation programmes imparted to independent directors is disclosed in the Annual Report of the Company.

The Familiarization Program for the Independent Directors of the Company has been adopted by the Board of Directors pursuant to the provisions of the above Regulations.

The aim of the Familiarization Program is to enable the Independent Directors to perceive the business of the Company and give them opportunity to contribute significantly to the Company by providing the insights into the affairs of the Company.

## **Familiarization Programme of Independent Directors**

1. The Familiarization Program for the Independent Directors will be administered and monitored by the Nomination and Remuneration Committee of the Board of Directors.
2. A letter of appointment will be provided at the time of appointing a Director which, inter alia, shall explain the role, functions, duties and responsibilities expected of him / her as a Director of the Company.
3. At the time of appointment of a new Independent Director on the Board of the Company, the Company conducts an introductory familiarization program which inter alia includes roles, rights and responsibilities and also strategies, operations and functions of the Company
4. At the outset, all the Independent Directors are provided an overview of:
  - a) Criteria of independence applicable to Independent Directors as per the provisions of applicable Regulations and in terms of the provisions of the Companies Act, 2013;
  - b) Roles, functions, duties, responsibilities and liabilities of Independent Directors;
  - c) Requirement as to time allocation by the Independent Directors on financial management and its controls, systems of risk management, compliance structure, corporate social responsibility policy and its implementation, performance evaluation procedures, management of stakeholders conflicts, ensuring the Board's effectiveness, strategic direction, Board / Committee / General Meetings of the Company;
  - d) Directors' Responsibility Statement forming part of Board's Report;

- e) Vigil mechanism including policy formulation, disclosures and its code;
  - f) Risk management system & its framework;
  - g) Board Evaluation Process & Procedures
5. The Managing Director and the functional heads of various departments of the Company frequently conduct programs and give presentations to familiarize the Independent Directors on the vision and mission of the Company, its operations, administration and management, business plans, strategies, technologies and also future outlook of the entire industry, on an ongoing basis and such programs and presentations are made regularly to the Board / Independent Directors.
  6. Independent Directors have the freedom for interaction with the management of the Company and generally, such interactions happen during Board Meeting and its Committee Meetings. The heads of various departments of the Company make the presentations about the performance of their divisions to the Board. Independent Directors also have independent interactions with the Statutory Auditors, the Internal Auditors and external advisors appointed from time to time.
  7. Independent Directors meet frequently without the presence of any management personnel and their meetings are conducted informally to enable them to discuss various matters pertaining to the affairs of the Company and convey their views to the Board of the Company.
  8. The programs and the presentations aim to provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the business operations and its model, strategies and structure, risk management and organization structure.
  9. The Familiarization Program is designed to include overview of strategies and business model of the Company, budgeting and planning, financial performance, overview of Internal Audit Reports and statutory reporting and compliance related certifications.
  10. The Board of Directors has complete access to the information within the Company.

## **Disclosure of the Policy**

This Policy shall be disclosed on the website of the Company ([www.sandesh.com](http://www.sandesh.com)) and a web link for the same shall also be provided in the Annual Report of the Company.

## **Review of the Program**

The Board of Directors of the Company will review this Familiarization Program and make amendments / revisions therein as and when necessitated.