

SCHABLONA INDIA LIMITED

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS **(In terms of clause 49 of the Listing Agreement)**

1. Preamble :

In accordance with the requirement of revised Clause 49(II)(B)(7) of the Listing Agreement with the Stock Exchanges and Schedule IV to the Companies Act, 2013, it is required that:-

- a) The Company shall 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.
- b) The details of such familiarization programmes shall be disclosed on the Company's website and a web link thereto shall be given in the Annual Report.

2. Purpose and Objective of the Programme:

The Program aims to provide insights into the Company to enable the Independent Directors to understand their roles, rights, responsibilities in the Company and get updated on the Business & Operations of the Company and contribute significantly to the Company.

3. Initial familiarization:

At the time of appointing an Independent Director, a formal letter of appointment is given to him/her, which inter alia explains the terms, role, duties and responsibilities expected of him/her as an Independent Director of the Company.

At the outset, all the Independent Directors are provided with an overview of the following;

- Criteria of independence applicable to Independent Directors as per Clause 49 of the Listing Agreement on Corporate Governance and the Companies Act, 2013;
- Compliance Personnel/Achievers, on whom reliance can be placed by the Independent Directors;
- Time allocation by the Independent Directors on Financial Controls, Overseeing Systems of Risk Management, Financial Management Compliance, Corporate Social Responsibility, Stakeholders Conflicts, Board Effectiveness, Strategic Direction, Meetings and Performance Assessment;
- Roles, Functions, Duties, Responsibilities and Liabilities of Independent Directors;
- Directors Responsibility Statement forming part of Boards' Report;
- Code of Conduct of Directors and Insider Trading Regulations;
- Fraud response plan, obtaining Audit Committee approval, wherever required;
- Performance Appraisal & Evaluation process;
- Disclosures and Business Interests;
- Board evaluation process and procedures;
- Term including Remuneration;
- Policies inclusive of Vigil Mechanism Policy;
- Risk Management Systems & Policies;
- Dealing with Related party transactions under the Companies Act, 2013 and the Listing Agreement;
- Internal Financial Controls and;
- Loans and Investments under the Companies Act, 2013.

4. Ongoing familiarization:

The Independent Directors are advised from time to time, of the compliances required from him/her under the Companies Act, 2013, Clause 49 of the Listing Agreement and other relevant regulations and requisite affirmations are taken with respect to the same. They are also familiarized with the Company's operations, setup, market shares, governance, internal control processes and other relevant information pertaining to the Company's business and the Company will continue to follow the same in order to enable the Independent Directors to understand and get updated on the business and operations of the Company on a continuous basis.

On an on-going basis, the Company, through its Managing Director &/or Whole time Director as well as other Senior Managerial Personnel, as required, may conduct presentations/programs to familiarize the Independent Directors with the strategy, operations and functions of the Company.

Independent Directors have the freedom to interact with the Company's management and the senior leadership team of the Company. Presentations are made regularly to the Board of Directors / Audit Committee (AC) (minutes of AC and other Board Committees are circulated to the Board). This helps them to understand the Company's strategy, business model, operations, products, markets, organization structure, facilities, risk management and such other areas. Apart from this, they also have the freedom to interact independently with the Statutory Auditors, the Internal Auditors and external advisors as may be appointed from time to time.

Independent Directors are also free to meet separately without the presence of any management personnel and their meetings are conducted informally to enable the Independent Directors to discuss matters pertaining to the Company's affairs and put forth their combined views to the Board of Directors of the Company.

5. Disclosure /Amendment:

Familiarisation programme will be conducted "as needed" basis during the year.

This Policy shall be disclosed on the website of the Company and a web link thereto, shall be provided in the Annual Report of the Company.

The right to interpret/amend/modify this Policy vests with the Board of Directors of the Company.