

**Familiarization Programme for Independent Directors**

**1. Preamble:**

The Clause 49 of the Listing Agreement with the Stock Exchanges inter alia stipulates 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.
- b. The details of such training imparted shall be disclosed on the company's website and a web link thereto shall also be given in the Annual Report.

**2. Objective:**

The programme aims to provide insight into the Company to enable the Independent Directors to understand its business and operations in depth and contribute significantly to the growth of the Company.

**3. Familiarisation Process:**

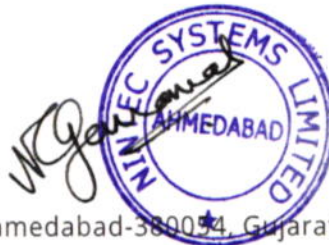
At the time of appointing a Director, a formal letter of appointment is given to an Independent Director which explains the role, function, duties, and responsibilities as an Independent Director. The Independent Director is explained in detail about the various compliances required from him under the Code of Conduct of the Company, Companies Act, 2013, Clause 49 of the Listing Agreement and other relevant regulations. An insight is provided about the operations of the Company, governance and internal control processes and other relevant information pertaining to the Company's business.

The Company conducted an introductory Familiarisation programme and presentation for the Independent Directors to provide an overview of:

- Criteria of Independence applicable to Independent Directors as per Clause 49 of the Listing Agreement and the provisions of Companies Act, 2013;
- Organizational set up of the company;
- Time allocation by Independent Directors on financial controls, Board effectiveness, meetings, performance assessment etc.;
- Roles, functions, duties, responsibilities and liabilities of Independent Directors;
- Board Evaluation Process and Procedures.

**4. Review of the Programme:**

The Board of Directors will review this Programme and make revisions as may be required from time to time.



NINtec Systems Limited