FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

SODHANI CAPITAL LIMITED
(CIN - L65991RJ2019PLC064264)
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Preamble

In accordance with Regulation 25(7) read with Regulation 46(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall familiarise the independent directors with the Company, their roles, rights and responsibilities in the Company, nature of the industry in which the Company operates, the business model of the Company, etc. through various programmes.

Purpose and Objectives

The familiarization programme helps the independent directors not only to have greater insight into the Company's business but also contributes effectively in decision making at Board and Board Committees meetings

Initial Familiarization:

At the time of appointing a director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties, and responsibilities expected of him as a Director of the Company. The Company conducts an introductory familiarisation program/ presentation when a new Independent Director comes on the Board of the Company. At the outset, all the independent directors are provided an overview of;

- Criteria of independence applicable to Independent Directors as per Listing Regulations and the Companies Act, 2013;
- 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;
- Vigil Mechanism including policy formulation, disclosures, code for Independent Directors; f) Risk Management Systems & framework;
- Board Evaluation Process and Procedures.

The Director is also explained in detail the compliances required from him under the Companies Act, Listing Regulations and other relevant regulations and his affirmation taken with respect to the same. The Independent Directors are also provided with copy of latest Annual Report, the Company's Code of Conduct for Prevention of Insider Trading, Code of Conduct for Directors and Senior Management Personnel and Schedule of upcoming Board and Committee meetings. With a view to familiarize him with the Company's operations, the Chairman/Managing Director provides a one-to-one interaction on the organisational set up, the functioning of various divisions / departments, the Company's market share and the markets in which it operates, governance and internal control processes and other relevant information pertaining to the Company's business. The above initiatives help the Director to understand the Company, its business and the regulatory framework in which the Company operates and equips him to effectively fulfil his role as a Director of the Company.

Continual Familiarisation Programme

- Presentations on business units/subsidiary companies, business performance, operations, finance, risk management framework, etc. are made to the Directors from time to time as part of the board discussions where independent directors get an opportunity to interact with the senior leaders of the Company.
- Active communication channel between executive directors and independent directors is ensured, this allows the independent directors to raise a query, seek clarifications for enabling a better understanding of the Company and its various operations.
- Board Members are regularly updated regarding key developments in the Company and on any important regulatory amendments applicable to the Company.
- Meeting of the auditors with independent directors are held to discuss Company's affairs without the presence of management.
- Strategy board meeting is convened on an annual basis for a detailed deliberation on the Company's strategies.

Miscellaneous

The Nomination and Remuneration Committee shall monitor and periodically review the familiarisation programme and approve changes if any.