

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

A. PREAMBLE

In terms of Clause 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the Company shall familiarize the independent directors with the company, nature of the industry in which the company operates, their roles, rights, responsibilities in the company, business model of the company, etc., through various programmes.

In Share India Securities Ltd., the Independent Directors are afforded every opportunity to familiarize themselves with the Company, its management and its operations so as to gain a clear understanding of their roles and responsibilities so that they can contribute significantly towards the growth of the Company. They have full opportunity to interact with senior management personnel and are provided all the documents required and sought by them for enabling them to have a good understanding of the Company, its various operations and the industry of which it is a part.

B. PURPOSE

The Familiarization Programmes are aimed to familiarize the independent directors with the company, their roles responsibilities in the company, nature of industry in which the company operates and business model of the company by imparting suitable training sessions.

C. OVERVIEW OF FAMILIARIZATION PROGRAMMES

The Board of Directors of the Share India Securities Limited briefly takes the following initiatives to familiarize the Independent Directors with the Company, its business, nature of industry in which it operates, their roles and responsibilities, etc.

1. Formal Letter of Appointment

Formal letter of appointment is issued to Independent Directors incorporating, inter alia, their duties, roles, responsibilities, liabilities as director of the Company.

2. On Induction

A new director is apprised of the working of the Company and various codes of conduct adopted by the Company in its functioning. This is accomplished by conducting an Orientation Programme for all new Board members before they join the Board of Directors. The detailed plan for the said programme covers the following aspects:

I. Board Overview:

- Constitution of the Board of Directors, list of members
- Role of the Board of Directors
- Performance Appraisal Mechanism for the Board of Directors

II. Company Overview:

- Financial performance: Latest Audited Annual Report & Half-Yearly Report; Investors Presentation & Un-audited Financial Results (including segment-wise results) for immediately preceding quarter
- Introduction meeting with Chairman, Group Director & CEO

III. Industry & Market Orientation:

- Market size; Growth rates; Critical Success Factors
- Key segment competitors

3. On Going Basis

On an on-going basis, detailed presentations/familiarise programmes are made to the Board of Directors/various Committees of the Board of Directors on matters which inter-alia, covers:

- Company strategy and its business model
- Financials of the Company
- Loans, Guarantees, Investments made by the Company
- Contingent Liabilities
- Related party transactions
- Internal Controls, identification of weakness, if any, and improvisation in such controls
- Performance Evaluation
- Financials, Operations and investments made by Subsidiary Companies
- Formulations of various policies viz. – Related Party Transactions, Vigil Mechanism, Corporate Social Responsibility, etc;
- Roles, Responsibilities, duties, etc of directors as Board and Committee members.
- Issues and findings during Internal Audit

4. Access to Information & Opportunity to Interact

- They have complete access to the information within the Company.
- They have freedom to interact with the Company Management which happens generally during Board/Committee Meetings.
- They also have interaction with the Statutory Auditors, Internal Auditors, Secretarial Auditors and External Advisors, if any, appointed by the Company.
- They also have the opportunity to meet without the presence of any management personnel where they can informally discuss the matters pertaining to the Company and put forward their combined views to the Chairman.

Thus, all efforts are made through the above initiatives to involve the independent directors considerably in the strategies and analysis of the various business situations of the Company and to

equip them to effectively discharge their responsibilities as an Independent Director of the Company.

D. REVIEWING AUTHORITY & AMENDMENTS IN PROGRAMME

The Board of Directors of the Company shall review the policy from time to time and may change, as and when necessary. They shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.

E. DISSEMINATION OF POLICY

This Policy and details of familiarization programmes imparted to independent director including the details such as number of programmes attended and number of hours spent by Independent Directors in such programmes during the year and on a cumulative basis till date, as enclosed herewith in Annexure -I, shall be hosted on the website of the Company i.e. www.shareindia.com.

Annexure –I

During the financial year 2023-24, the following familiarisation programmes for Directors were conducted.

Sl. No.	Subject matter of the Programmes	No. of programmes attended by Directors	No. of hours spent by Directors
1	Nature of Industry, Role and Responsibility, Business Model of the Company	4	0.5 hrs
2	Process of Conducting Physical and Virtual Meetings	7	0.5 hrs
3	SEBI (Prohibition of Insider Trading) Regulations, 2015	5	0.5 hrs
4	Corporate Social Responsibility under the Companies Act, 2013.	5	0.25 hrs
5	Business Responsibility and Sustainability Reporting	4	0.25 hrs
Total			2 hrs

Summary of Familiarization Programme of Independent Directors:

Total no. of hours spent on familiarization programme in the financial year 2023-24	2 hrs
Cumulative hours spent on familiarization till date (from 1st April, 2022)	11.5 hrs