

As approved by the Board of Directors at their Meeting held on November 14, 2022.

## **SOBHA LIMITED**

### **FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS**

The Board of Directors of the Company approved the amendments to the Policy for “FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS” at the board meeting held on 14<sup>th</sup> November, 2022.

#### **PURPOSE AND OBJECTIVE OF THE PROGRAMMES.**

To provide insights into the Company to enable the Independent Directors to understand the Company's business in depth that would facilitate their active participation in managing the Company.

#### **FAMILIARIZATION AND CONTINUING EDUCATION PROCESS.**

- The Company through its Managing Director / Executive Director / Key Managerial Personnel conducts programmes / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company.
- Such programmes / presentations provide an opportunity to the Independent Directors to interact with the Senior Management of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time
- The programmes / presentations also familiarizes the Independent Directors with their roles, rights and responsibilities.
- When a new Independent Director comes on the Board of the Company, a meeting is arranged with the Chairperson, Managing Director, Chief Financial Officer to discuss the functioning of the Board and the nature of the operation of the Company's business activities
- New Independent Directors are provided with copy of latest Annual Report, the SOBHA Code of Conduct, the SOBHA Code of Conduct for Prevention of Insider Trading and SOBHA Code of Corporate Disclosure Practices, Schedule of upcoming Board and Committee meetings.
- The Company provides the Directors with the tours of Company's facilities from time to time.
- A detailed Appointment Letter incorporating the role, duties and responsibilities, remuneration and performance evaluation process, insurance cover, SOBHA Code of Conduct and obligations on disclosures, is issued for the acceptance of the Independent Directors.

#### **OTHER INITIATIVES TO UPDATE THE DIRECTORS ON A CONTINUING BASIS.**

- The Directors get an opportunity to visit Company's plants, where plant heads apprise them of the operational and sustainability aspects of the plants to enable them to have full understanding on the activities of the Company and initiatives taken on safety, quality, CSR, Sustainability etc.

- Quarterly presentations on operations made to the Board include information on business performance, operations, market share, financial parameters, working capital management, fund flows, senior management change, major litigation, compliances, subsidiary information, donations, regulatory scenario etc.
- Quarterly results / press release of the Company are sent to the Directors.

## **REVIEW**

This policy will be reviewed periodically by the Board/ Committee as may be deemed necessary and to comply with any regulatory amendments or statutory modifications and subject to the necessary approvals of the Board of Directors in cases of changes to the Policy.

**Details of attendance of Independent Directors in Familiarization Programmes are as follows:**

Independent directors	Subject matter of the Programme	Sessions attended		No. of hours attended	
		F.Y. 2021-22	Cumulative till date	F.Y. 2021-22	Cumulative till date
<b>Mr. R V S Rao</b>	Business Updates, Review of the operational performance of the Company	4	28	8	56
	Various Presentations on Accounting Provisions and CSR activities	4	28	3.33	23.33
	Presentation of Key regulatory Updates	4	28	0.67	4.67
<b>Total</b>		<b>12</b>	<b>84</b>	<b>12</b>	<b>84</b>
<b>Mr. Anup S Shah</b>	Business Updates, Review of the operational performance of the Company	4	25	8	50
	Various Presentations on Accounting Provisions and CSR activities	4	25	3.33	20.83
	Presentation of Key regulatory Updates	4	25	.67	4.17
<b>Total</b>		<b>12</b>	<b>75</b>	<b>12</b>	<b>75</b>
<b>Ms. Srivathsala K N*</b>	Business Updates, Review of the operational performance of the Company	4	10	8	20
	Various Presentations on Accounting Provisions and CSR activities	4	10	3.33	8.33
	Presentation of Key regulatory Updates	4	10	0.67	1.67
	Factory / Real Estate Project / CSR Project Visit	NIL	2	NIL	14
<b>Total</b>		<b>12</b>	<b>32</b>	<b>12</b>	<b>44</b>
<b>Mr. Sumeet Puri**</b>	Business Updates, Review of the operational performance of the Company	2	10	4	20
	Various Presentations on Accounting Provisions and CSR activities	2	10	1.67	8.33
	Presentation of Key regulatory Updates	2	10	0.33	1.67
<b>Total</b>		<b>6</b>	<b>30</b>	<b>6</b>	<b>30</b>

\* Ms. Srivathsala K N has been appointed as Independent Non-Executive Director w.e.f. 04/01/2020.

\*\*Mr. Sumeet Puri has been appointed as Independent Non-Executive Director w.e.f. 08/07/2019 and ceased to be a Non-Executive Independent Director of the Company w.e.f. October 7, 2021.