



BHARATI DEFENCE AND INFRASTRUCTURE LIMITED

Familiarisation Programme for Directors

Approved by the Board of Directors on 23rd January 2025

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS / OTHER DIRECTORS

1. INTRODUCTION

In terms of Reg. 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company should conduct the Familiarization Program for Independent Directors about their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various initiatives. However, the Company extends the same for all the new Directors including the Independent and other executive & non-executive directors.

2. BACKGROUND

The provision of an appropriate induction programme for new Directors is a major contributor to the maintenance of high corporate governance standards of the Company. The Managing Director & Chief Executive Officer, Senior Vice President-Operations & HR and the Company Secretary are jointly responsible for ensuring that such induction programmes are provided to Directors. The Independent Directors may also request management to provide detailed understanding of any specific project, activity or process of Bharati Defence and Infrastructure Limited ("BDIL"). The management provides such information and training either at the meeting of Board of Directors or otherwise.

3. INDUCTION

The induction process is designed to:

- build an understanding of BDIL, its businesses and revenue sources, its competition and the securities & capital markets and regulatory environment in which it operates;
- to apprise directors about proposed new initiatives and projects;
- provide an appreciation of the role and responsibilities of the Director;
- fully equip Directors to perform their role on the Board effectively; and
- develop understanding of Company's people and its key stakeholder relationships;
- evaluation mechanism;
- Independent Directors separate sessions or meetings; and
- financial calendar.

The new Directors, both Executive and Non-Executive, will be given a briefing on their legal and regulatory responsibilities as Directors.

This includes provision of a Directors' Induction manual containing general information on Company's structure and the following:

- Key Policies of the Company – Policy Handbook of the Company comprising of policies on various business aspects and practices;
- Organizational Chart of the Company and the profile of all the Directors and the Senior Managerial Personnel of the Company;
- Memorandum of Association and Articles of Association of the Company;
- Annual Reports of last three consecutive years;
- Brief profile of the Board of Directors;
- Role and Responsibility of the Directors and necessary disclosure forms;
- Code of Conduct for Directors and Senior Managerial Personnel;
- Note on Directors' roles and responsibilities;
- Applicable statutes and regulatory updates, if any;
- List of contact details of the Directors, Senior Managerial Personnel and their personal / executive assistants; and
- Publicity material of the Company that explains the range of products, services and solutions offered by the Company to its clients.

A briefing on Company's current structure and performance of its business vis-à-vis the competitor is also given. The induction briefing for Non-Executive Independent Directors includes interactive sessions with Management Committee/ Council Members, Business and Functional heads (HODs), Auditors – External & Internal or concurrent or Secretarial.

4. TRAINING

The Company Secretary keeps the Board briefed on legal and regulatory development relevant to the Company and the Directors. The Company Secretary ensures that the programme to familiarise the Non-Executive Directors with the business is maintained over time and kept relevant to the needs of the individuals involved and the Board as a whole.

Based on the yearly performance evaluation of the Board and individual Directors, the Chairman shall in consultation with Senior Independent Director or a Lead Independent Director, if any, agree on the Training and Development needs of the Board as a whole and decide on action plan for each year.

The Company Secretary shall be responsible for implementation of such plan and Chairman shall regularly review the same. In addition to the extensive induction provided as part of the familiarization programme, the Independent Directors are also taken through various business and functional sessions in the Board meetings including the Board meetings to discuss strategy.

The Company believes that the Board should be continuously empowered with the knowledge of latest developments affecting the Company and the industry as a whole. Apart from the periodic presentations on Company's business strategies, new project initiatives and risks involved, presentations are also made on topics covering the depository and market infrastructure industry. Updates on relevant statutory changes and judicial pronouncements around important industry related laws are regularly circulated to the Directors. Each Director of the Company has complete access to any Company's information and freedom to interact with the senior management.

5. REVIEW OF POLICY

This Policy shall be subject to review, if necessary. Any change/amendments to this Policy shall be approved by the Managing Director and Chief Executive Officer of the Company as delegated by the Board of Directors of the Company.

This Policy was approved by the Board of Directors at its meeting held on 23rd January, 2025.