



**INDO-TECH TRANSFORMERS LIMITED**  
INDEPENDENT DIRECTORS' FAMILIARISATION PROGRAM/ POLICY

## **PREAMBLE**

Regulations 25 (7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 stipulates that 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., through various programmes.

## **Purpose**

The Familiarization Program is aimed 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 and to update the independent directors on a continuing basis on any significant changes therein so as to be in a position to take well-informed and timely decision.

## **Familiarization Program**

- The Company shall through its Directors / Key Managerial Personnel conduct programmes / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company.
- Such programmes / presentations will provide an opportunity to the Independent Directors to interact with the senior leadership team 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 Company may circulate news and articles related to the industry on a regular basis and may provide specific regulatory updates from time to time; and familiarize 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 Directors and Key Managerial Personnel to discuss the functioning of the Board and the nature of the operation of the Company's business activities and will provide copies of Company, Memorandum and Articles of Association, Annual Reports for previous 3 years and the Code of Conduct.
- Independent Directors have the freedom to interact with the Company's management. Further, they meet without the presence of the Company's Management Personnel to discuss matters pertaining to the Company's affairs and put forth their combined views to the Chairman and Whole Time Director.

## **Review of the Program**

The Board will review this Program and make revisions as may be required.

Details of Familiarization sessions held and attendance of Independent Directors pursuant to the policy from FY 2015-16 till 2019-20:

Date	Particulars	M S Srinivasan	P V Krishna	Tabassum Mustafa Wajid
		Duration (in hrs)	Duration (in hrs)	Duration (in hrs)
25th May 2016	Overview on Operations and legal compliances Updates on Companies Act 2013 and SEBI (LODR) Regulations 2015	2.5	2.5	2.5
3rd August 2016	Plant visit	1.5	1.5	1.5
26th October 2016	Business Updates, Updates on SICA and Insolvency & Bankruptcy Code Market	2	2	2
8th February 2017	Dynamics, Updates on Goods and Service Tax Implementation	2	2	2
16th May 2018	Business Updates and Market Dynamics	2	2	2
13th November 2019	Industry Updates, Future Prospects, Products & Applications, Update on Companies (Appointment and Qualification of Directors) Rules, 2014	2	2	2
Cumulative Hours		12	12	12

### **Ongoing Familiarization Programs:**

At the Board meetings of the Company various presentations are made by Key Managerial Personnel, Statutory Auditors and Internal Auditors of the Company on different functions and areas in order to enable the Directors to better understand the Business and operations of the Company.

Presentations are made at the Board and Board Committee Meetings, on Business and performance updates of the Company, business strategy and risks involved, market share, financial parameters, working capital management, litigations, compliances, and fund flows. The Presentations at Board meetings include update on major developments in legal & regulatory areas, like Companies Act, SEBI, and various Tax and financial laws.

Each Independent Director of the Company has complete access to information relating to the Company like policies, Board Presentations and Financial statements. Independent Directors have the freedom to interact with the Company's management or with the other Independent Directors. They are given all the documents sought by them to enable a good understanding of the Company, its various operations, and the industry segments of which it is a part. Further, Independent Directors can meet for a separate meeting of Independent Directors without the presence of the Company's Management Personnel to discuss matters pertaining to the Company's affairs and put forth their combined views to the Chairman and Whole Time Director.

Details of Familiarization sessions held and attendance of Independent Directors pursuant to the policy from FY 2020-2021 till 2025-2026:

Date	Details of the programmes	Number of Programmes	Sutanu Behuria		Ajay Kumar Dhagat		Leena M Sathyanarayanan	
			No. of hours spent					
			During the year	Cumulative	During the year	Cumulative	During the year	Cumulative
2020-21	Refer description "Ongoing Familiarizati on Programs"	6	6	6	6	6	3	3
2021-22		5	4	10	5	11	4	7
2022-23		7	7	17	7	18	7	14
2024-25		5	5	22	5	23	4	18
2025-26		7	5	27	11	34	10	28