

## **FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS OF INTEC CAPITAL LIMITED**

(Pursuant to Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV of the Companies Act, 2013)

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### **1. PREAMBLE**

This Familiarization Programme for Independent Directors ("Programme") is framed pursuant to the requirements of:

- Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR");
- Schedule IV of the Companies Act, 2013 ("the Act"); and
- Any amendments, circulars, or notifications issued thereunder from time to time.

The Programme is intended to provide Independent Directors (IDs) with insights into the Company, its operations, governance framework, industry context, and regulatory environment, enabling them to contribute effectively to the Company's Board and Committees.

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### **2. OBJECTIVES**

- To provide IDs with a comprehensive understanding of the Company's operations, business model, and the environment in which it operates.
- To familiarize IDs with their roles, rights, responsibilities, and legal obligations under the SEBI LODR, Companies Act, and other applicable laws.
- To facilitate effective participation in Board and Committee meetings.
- To update IDs on a continuous basis regarding significant developments in the Company and regulatory environment.

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### **3. ADMINISTRATION**

- The Programme shall be implemented, reviewed, and monitored by the Nomination and Remuneration Committee (NRC) in coordination with the Company Secretary.
- The Board of Directors may approve revisions to the Programme as deemed necessary from time to time.

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### **4. FAMILIARIZATION FRAMEWORK**

#### **4.1 Induction for New Independent Directors**

Upon appointment, a structured induction programme shall be organized, which includes:

- Overview of the Company's Vision, Mission, Core Values and Strategic Objectives.
- Detailed briefing on:
  - Company's business model, operations, and products/services.
  - Nature of the industry and market dynamics.
  - Financial performance and key metrics.
  - Risk management framework.
  - Internal control systems and audit mechanisms.
- Introduction to:
  - Board structure and functioning.
  - Committees of the Board and their Terms of Reference.
  - Key policies (e.g., Code of Conduct, Insider Trading Code, Vigil Mechanism, Related Party Transactions Policy, Whistleblower Policy).
- Meetings with:
  - Chairman, Managing Director, CFO, and Senior Management.
  - Company Secretary for briefing on compliance and statutory disclosures.

#### **4.2 Ongoing Familiarization for All Independent Directors**

To ensure continuous engagement and updating, the following activities shall be conducted periodically:

- Presentations by business heads and functional teams on Company operations, key developments, performance updates, and industry outlook.
- Circulation of:
  - Industry news and articles relevant to the Company's business.
  - Legal and regulatory updates (SEBI, MCA, RBI, etc.).
- Sessions with internal and external experts on evolving legal and compliance frameworks.
- Review and discussions of financial results, risk mitigation, ESG initiatives, and corporate governance practices.
- Participation in strategy meetings and branch/site visits (where feasible).

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### **5. EXTERNAL PROGRAMMES**

The Company may nominate Independent Directors to attend external training programmes, seminars, or workshops conducted by professional bodies (e.g., ICAI, ICSI, IBBI, SEBI recognized institutions) to keep them abreast of new developments in governance, compliance, and industry practices.

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### **6. DISCLOSURE AND RECORD KEEPING**

- The details of the Programme conducted, including the dates, topics covered, and number of hours spent, shall be maintained by the Company Secretary.
- A summary of the familiarization programmes conducted during the year and cumulative attendance shall be disclosed:
  - On the Company's website.
  - In the Annual Report with a link to the Company website.

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## **7. REVIEW AND AMENDMENT**

- This Policy shall be reviewed from time to time by the NRC and the Board and amended in line with any regulatory changes or business needs.
- In case of any conflict between this Policy and applicable laws, the provisions of the applicable laws shall prevail.

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