



## **Kusumgar Limited**

*(Formerly known as “Kusumgar Corporates Private Limited” and “Kusumgar Private Limited”)*

### **Familiarisation Programmes for Independent Directors**

## **1. Introduction:**

This Familiarization Programme for Independent Directors (“the Programme”) of Kusumgar Limited (“the **Company**”) has been framed in pursuance of Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions.

## **2. Objective:**

- a) The programme has been formulated with the objective of making the Independent Directors of the company familiar with and accustomed to:
  - (i) Role, rights and responsibilities of the independent director
  - (ii) Nature of the industry in which the Company operates
  - (iii) Business model of the Company
  - (iv) Compliance management and
  - (v) any other relevant information
- b) The programme is unstructured and essentially interactive considering the size of the Company and nature of operations. It factors in the specific dictates of Corporate Governance and aims to empower the independent directors to fulfill their responsibilities as prescribed under the Companies Act, 2013 and the Listing Regulations as amended from time to time.
- c) The programme lays emphasis on updating the directors on a continuing basis in respect of significant changes in the regulatory and business environment so as to be in a position to take well informed and timely decisions.

## **3. Familiarization Process:**

- a) The Company will issue a formal letter of appointment conveying in clear and express terms the Board expectations, duties & responsibilities, code of conduct for the directors.

**b) Initial familiarization module:**

- (i) The Company will furnish its weblink of the Company's website. This contains the core information required for the independent director in getting familiarized with the Company and its operations.
- (ii) The Company will hand over its corporate profile and the annual report for the last three years.
- (iii) The Company will handover (i) Code of Conduct for Directors & Senior Management Personnel and (ii) Code of Conduct for Prevention of Insider Trading based on SEBI (Prohibition of Insider Trading) Regulations, 2015 for the Independent Director to understand and comply with the stipulations therein.

The above module shall help the independent director to understand the Company, its business and the regulatory framework in which the Company operates and equips the independent director to effectively fulfil their role as a independent director of the Company.

**c) For ongoing Familiarization Programme:**

- (i) The Company will circulate important communications related to the Company as well as specific regulatory updates by email for advance information in addition to reporting same at the succeeding Board meeting.
- (ii) The Board of Directors has complete access to the information within the Company. Independent directors have the independence to interact with the Company's management. Independent directors meet regularly without the presence of any management personnel and their meetings are conducted to enable the independent directors to discuss matters pertaining to the Company's affairs and put forth their combined views to the Board of Directors of the Company.

**4. Review of the Policy:**

The Board may subject to applicable laws is entitled to amend, suspend or rescind this Policy at any time. Any difficulties or ambiguities in the Policy will be resolved by the Board in line

with the broad intent of the Policy. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy.

In the event of any conflict between the provisions of this policy and of the applicable law dealing with the related party transactions, such applicable law in force from time to time shall prevail over this Policy.

#### **5. Disclosure of the Policy:**

The Board's composition (including gender, ethnicity, age etc.) will be disclosed in the annual report. This Policy shall be uploaded on the Company's website for public information and a web link for the same shall also be provided in the annual report of the Company.