

FAMILIARIZATION
PROGRAMME FOR
INDEPENDENT DIRECTORS

Pursuant to Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

R K SWAMY LIMITED

(Formerly Known as 'R.K.SWAMY BBDO Private Limited and R K Swamy Private Limited)

(Duly approved by board of Directors of the company through meeting held on February 3, 2024)

1. **Preamble:**

The Schedule IV of the Companies Act, 2013 and Regulation 25(7) and Regulation 46(2)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”) mandates a listed entity to familiarize the independent Directors with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various training sessions and programmes..

As per Regulation 46(2)(i) of the SEBI Listing Regulations, a listed entity is required to disclose under a separate section on the website of the company, details of familiarisation programmes imparted to its independent directors including the following details:

- (a) number of programmes attended by independent directors (during the year and on a cumulative basis till date);
- (b) number of hours spent by independent directors in such programmes (during the year and on cumulative basis till date); and
- (c) other relevant details.

The corporate governance report of the annual report shall contain the web link where details of the familiarisation programmes imparted to independent directors is disclosed.

Accordingly, R K Swamy Limited (“**Company**”) has adopted the policy for familiarisation programme for independent directors (the “**Policy**”).

2. **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 various Board and Committee Meetings.

3. **Initial Familiarization:**

- (a) The Independent Director appointment letter to list the terms and conditions of appointment in accordance with the requirements of Schedule IV to the Companies Act, 2013 and the SEBI Listing Regulations which list down the roles and duties of the Independent Director, code for Independent Directors.
- (b) To facilitate independent directors in the performance of their duties and responsibilities, new directors are provided with an orientation by senior leaders of the Company and materials regarding the Company’s business and operations, governing documents, information on key personnel, and financial information.
- (c) The training sessions/ presentations/ programmes provide an opportunity to the independent directors to interact with the senior management of the Company and help them understand the Company’s business strategies, business models, organisation structure, Board evaluation process and procedures, group structure, operations, services and products, human resources, finance, technology facilities, and governance policies.
- (d) For the external training programmes, the chairman of the Board of Directors of the

Company ("**Board**"), depending on the business needs, may also nominate independent directors.

- (e) Apart from the independent directors, non-executive directors are also eligible to attend the familiarisation programmes.

4. Continuing Education Process:

- (a) The Executive Board Members and/or the Senior Management to provide updates /presentations to the Independent Directors at the Board Meetings on Business strategy, performance overview and update on compliances.
- (b) The Independent Directors would be briefed on the Company's strategy, operations, product offerings, markets, organization structure, finance, human resources, technology, quality and potential risks as may arise from time to time.
- (c) Independent Directors would interact with the Company's management from time to time, at quarterly intervals at Board/Committee meetings. Additionally, the independent Directors may engage with the Auditors and external advisors /consultants appointed by the Company from time to time.
- (d) Regular updates on relevant statutory and regulatory changes are regularly circulated to the directors of the Company.
- (e) Familiarization programme will be conducted on "as needed" basis during the year.
- (f) Apart from these, there could be additional meetings or sessions on demand on specific topics.

5. Disclosure of the Policy:

This Policy and the programmes conducted thereunder for the independent directors shall be uploaded on the Company's website for public information and web link for the same shall also be provided in the Annual Report of the Company.

6. Conflict in Policy

In the event of any conflict between the Companies Act, 2013 or the SEBI regulations or any other statutory enactments ("**Regulations**") and the provisions of this Policy, the Regulations shall prevail over this Policy.

7. Amendments

In case of any subsequent changes in the provisions of the SEBI Listing Regulations or any other regulations which make any of these clauses/ provisions in this Policy inconsistent with the SEBI Listing Regulations, the provisions of such regulations shall prevail.

8. Review of Policy

The Board has the power to review this Policy from time to time as required by the Board.