

Familiarization Programme for Independent Directors of The Hi- Tech Gears Limited

Purpose

This Familiarization Programme for Independent Directors has been adopted pursuant to Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

Background:

The Listing Regulations require listed companies to conduct familiarization programme for the Independent Directors so as to familiarize them with the company, nature of the industry in which the company operates, business model of the company, roles, rights and responsibilities of the independent directors and any other relevant information.

The Company facilitates the members of the Board to familiarize themselves with the industry and its operations.

Objective

The Program aims to provide insights into the Company to enable the Independent Directors to be in a position to take well informed timely decisions and contribute significantly to the Company’s success.

The Independent Directors of the Company are given every opportunity to familiarize themselves with the Company, its management and its operations so as to understand the Company, its operations, business, industry and environment in which it functions.

Practices followed by the Company:

As trustees of shareholders, independent directors play a pivotal role in upholding corporate governance norms and ensuring fairness in decision making. Being experts in various fields, they also bring independent judgement on matters of strategy, risk management, controls and business performance.

At the time of appointing a new Independent Director, a formal letter of appointment is given to the Director, inter alia, explaining the role, duties and responsibilities of the Director. The Director is also explained in detail the compliances required under the Act, SEBI Regulations and other relevant regulations.

By way of an introduction to the Company, Executive Directors/ Senior Managerial Personnel shall do presentations to the newly appointed Independent Director on relevant information like overview of the Company’s businesses, market and business environment, growth and performance, organizational set up of the Company, governance and internal control processes. Quarterly results / press release of the Company are also presented before the Independent directors.

Such familiarization Programme aims to provide insights into the Company and the business environment to enable all the Independent Directors to be updated of newer challenges, risks and opportunities relevant in the Company’s context and to lend perspective to the strategic direction of the Company.

The Company shall hold atleast one Board Meeting in a year having a detailed Strategy session with the senior management team of the Company. The members of the management team make presentations to the Board members which inter-alia covers the industry scenario, strategic priorities for the Company and the business model of the Company.

Familiarization and Orientation Process

- A detailed appointment letter incorporating the roles, duties, and responsibilities, performance evaluation process, remuneration and obligation on disclosures is issued for his/her acceptance;
- A familiarization pack shall be handed over to the inductee which includes the Company's Corporate Profile, Organizational structure, Details of associate/ subsidiary companies Details of other Directors on Board, Code of Conduct for Non-Executive Directors, Code of Conduct on Insider Trading applicable to Non-Executive Directors and Mandates of various Committees of which the Director is inducted on;
- Such programs / 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, investor relations, markets, organization structure, finance, human resources, technology and risk management and such other areas as may arise from time to time;
- The Independent Directors are made aware of their roles, rights and responsibilities at the time of their appointment / re-appointment through a formal letter of appointment which also stipulates the various terms and conditions of their engagement.

Regular Updation

The Independent Director are regularly updated with respect to the progress of the Company operations, finances etc. at the respective meeting of Board of Directors/ Committee.

They are also made aware as part of familiarization programme about the statutory changes, applicability of law by the Company Secretary of the Company from time to time.

Disclosure

This familiarization program 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