



SLONE INFOSYSTEMS LIMITED

CIN: L72900MH2022PLC396387

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Maharashtra, India, 400052.**

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**FAMILIARISATION PROGRAMME
FOR
INDEPENDENT DIRECTORS**

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

A. Preamble

In accordance with the requirement of Regulation 25 (7) of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 and Schedule IV of the Companies Act, 2013, the Company shall familiarize the Independent Directors with the Company, their roles, rights, responsibility in the Company, nature of the industry in which the Company operates, business model of the Company etc. through various programs.

B. Objective

Familiarization program aides Independent Directors to be updated & refreshed on skills & knowledge, familiarity with the Company, its business and its model, familiarized with their duty, role and responsibility in discharging their fiduciary duties towards the company vis-à-vis to the shareholder and other stakeholders.

The Policy provides the basic 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 affairs of the Company.

C. Definitions and Interpretation

In this Policy, words and expressions shall have the meaning assigned to them below:

"Board"	shall mean the Board of Directors of the Company;
"Directors"	shall mean all the members of the Board of Directors of the Company, including the Independent Directors;
"Company"	shall mean Slone Infosystems Limited;
"Independent Directors"	shall mean the Director other than a managing director or a whole-time director or a nominee director as more specifically set out under Section 149(6) of the Act, and shall also have the meaning ascribed to the term "Independent Director" under Regulation 16(1)(b) of the Listing Regulations.

D. Initiatives for induction on joining the Board of the Company

A new Independent Director will be welcomed to the Board of the Company by sharing the following documents of the Company for references, namely,

1. Formal letter of appointment as Director of the Company;
2. Criteria of Independence applicable to Independent Directors as per Regulation 16 of the Listing Regulations and Section 149 of the Act;

3. The Code of Conduct for Board and Senior Management of the Company;
4. The Code of Conduct for Internal Procedures and Conduct for Prevention of Insider Trading of the Company;
5. Note on Directors' roles, functions, duties, responsibilities and liabilities under the Act and the Listing Regulations;
6. Policy Handbook of the Company comprising of policies on various business aspects and practices;
7. Organizational chart of the Company and the profile of all the Directors and the Senior Managerial Personnel of the Company;
8. List of contact details of the Directors, Senior Managerial Personnel and their personal / executive assistants;
9. The Board evaluation process and procedures;
10. The Memorandum and Articles of Association of the Company;
11. The annual reports of last three consecutive years of the Company;
12. The publicity material of the Company that explains the range of products, services and solutions offered by the Company to its clients; and

The meeting shall be arranged with the Managing Director and Chief Financial Officer to discuss the functioning of the Board and the nature of Company's business & operational activities.

E. Details of familiarization program for Independent Directors:

The Company has established an orientation process/familiarization program for a new Independent Directors that includes,

1. briefing on their role, responsibilities, duties, and obligations as a member of the Board.
2. nature of the industry in which the Company operates.
3. nature of business and business model of the Company, Company's strategic and operating plans.
4. matters relating to corporate governance, code of business conduct, risk management, compliance programs, internal audit, etc.
5. roles, rights, and responsibilities of the Independent Directors.

As a process when a new Independent Director is appointed, a familiarization program as described above is conducted by the senior management team and also whenever a new member is appointed to a committee of the Board, information relevant to the functioning of the relevant committee and the role and responsibility of the committee members is informed.

F. Initiatives for familiarizing Independent Directors on continual basis

The Company will follow a structured orientation programme for the Independent Directors to understand and get updated on the business and operations of the Company on a continuous basis. The familiarisation module shall inter-alia, include regular inputs on strategy and business model of the Company, budgeting and planning, performance of various business verticals, statutory reporting including Internal Audit Reports and compliance related certifications and overview of business of other business units on an on-going basis through the Chairperson/ Managing Director/ Chief Financial Officer and the Senior Managerial Personnel. The Company will also 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, organisation structure, facilities and risk management and such other areas. Presentations are made to the Board of Directors/

Audit Committee (minutes of Audit Committee and other Board Committees are circulated to the Board), where Directors get an opportunity to interact with Executive Committee members and Business Heads. The Board of Directors has complete access to the information within the Company. Independent Directors have the freedom to interact with the Company's management. Apart from this, they also have independent interactions with the Statutory Auditors, the Internal Auditors and external advisors appointed from time to time. Further, they meet regularly without the presence of any management personnel and their meetings are conducted informally 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.

G. Disclosures

1. Under Regulation 46(2)(i) of the Listing Regulations, the Company shall upload on its website and shall provide in the annual report the following information regarding the familiarization programs conducted for independent directors:
 - a) number of programs attended by Independent Directors (during the year and on a cumulative basis till the date of disclosure);
 - b) number of hours spent by Independent Directors in familiarization programs (during the year and on cumulative basis till date); and
 - c) other relevant details regarding the familiarization programs.
2. Familiarization program will be conducted on an "as needed" basis throughout the year.

Particulars	During the year	Cumulative till date
Number of programmes attended by Independent Directors (during the year and on a cumulative basis till date)	1	2
Number of hours spent by Independent Directors in such programmes (during the year and on cumulative basis till date)	1.10 hours	2.30 hours

H. Review and Amendment

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, such applicable law in force from time to time shall prevail over this Policy.

I. Dissemination of The Policy

This policy shall be uploaded on the website of the Company i.e. <https://sloneinfosystems.com> for public information and a web link for the same shall also be provided in the Annual Report of the Company.