

**SAI BABA INVESTMENT AND
COMMERCIAL ENTERPRISES LIMITED**

**FAMILIARISATION PROGRAMMES
FOR INDEPENDENT DIRECTORS**

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS (in terms of clause 49 of the Listing Agreement)

1. Preamble :

In terms of Clause 49(II)(B)(7) of the Listing Agreement with the Stock Exchanges, it is required that:

- a) The Company shall familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programs.
- b) The details of such familiarization programs shall be disclosed on the Company's website and a web link thereto shall be given in the Annual Report.

2. Initial familiarization :

At the time of appointing an Independent Director, a formal letter of appointment is given to him/her, which inter alia explains the terms, role, duties and responsibilities expected of him/her as an Independent Director of the Company.

The new Director is welcomed to the Board of Directors of the Company by sharing the following documents of the Company for his / her references:

1. Memorandum of Association and Articles of Association of the Company
2. Annual Reports of last three consecutive years
3. Code of Conduct for Directors and Senior Managerial Personnel
4. Note on Directors roles and responsibilities
5. Policy Handbook of the Company comprising of policies on various business aspects and practices
6. Organizational Chart of the Company and the profile of all the Directors and the Senior Managerial Personnel of the Company
7. List of Contact details of the Directors, Senior Managerial Personnel and their personal / executive assistants.
8. Documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices.

At the outset, all the Independent Directors are provided with an overview of the following:

1. Criteria of independence applicable to Independent Directors as per Clause 49 of the Listing Agreement on Corporate Governance and the Companies Act, 2013;
2. Time Commitment;
3. Roles, Duties and liabilities;
4. Code of Conduct of Directors and Insider Trading Regulations

5. Performance Appraisal & Evaluation process:
6. Disclosures and Business Interests,
7. Term including Remuneration
8. Policies inclusive of Vigil Mechanism Policy
9. Risk Management Systems & Policies;

3. Ongoing familiarization :

The Independent Directors are advised from time to time, of the compliances required from him/her under the Companies Act, 2013, Clause 49 of the Listing Agreement and other relevant regulations and requisite affirmations are taken with respect to the same. They are also familiarized with the Company's operations, set up, market shares, Governance, internal control processes and other relevant information pertaining to the Company's business and the Company will continue to follow the same in order to enable the Independent Directors to understand and get updated on the business and operations of the Company on a continuous basis.

On an on-going basis, the Company, through its Managing Director &/or Whole time Director as well as other Senior Managerial Personnel, as required, conducts presentations/programs to familiarize the Independent Directors with the strategy, operations and functions of the Company. Independent Directors have the freedom to interact with the Company's management and the senior leadership team of the Company. Presentations are made regularly to the Board of Directors / Audit Committee (AC) (minutes of AC and other Board Committees are circulated to the Board). This helps them to understand the Company's strategy, business model, operations, organization structure, facilities, risk management and such other areas. Apart from this, they also have the freedom to interact independently with the Statutory Auditors, the Internal Auditors and external advisors as may be appointed from time to time.

Independent Directors are also free to meet separately 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.

4. Disclosure /Amendment :

This Policy shall be disclosed on the website of the Company and a web link thereto, shall be provided in the Annual Report of the Company. The right to interpret/amend/modify this Policy vests with the Board of Directors of the Company.