

HIND SECURITIES AND CREDITS LIMITED

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS (IN TERMS OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015] ('Listing Regulations')

1. PREAMBLE:

The Listing Regulations stipulates 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 programmes.
- b) The details of such familiarisation programmes shall be disclosed on the Company's website and a web link thereto shall be given in the Annual Report.

2. FAMILIARISATION PROGRAMMES FOR INDEPENDENT DIRECTORS OF THE COMPANY:

At the time of appointing a Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected of him as a Director of the Company. The Company conducts an introductory familiarisation program / presentation, when a new Independent Director comes on the Board of the Company.

At the outset, all the independent directors are provided an overview of;

- i) Criteria of independence applicable to Independent Directors as per the provisions of the Listing Regulations on Corporate Governance and the Companies Act, 2013;
- ii) Time allocation by the Independent Directors on financial controls, overseeing systems of risk management, financial management compliance, Stakeholders conflicts, Board effectiveness, strategic direction, Meetings and performance assessment;
- iii) Roles, functions, Duties, Responsibilities and liabilities of Independent Directors;
- iv) Directors Responsibility Statement forming part of Boards' Report; Vigil Mechanism including policy formulation, disclosures, code for Independent
- v) Directors, Fraud response plan, obtaining Audit Committee approval, wherever required;
- vi) Risk Management Systems & framework;

- vii) Board Evaluation Process and Procedures;
- viii) Nature of Industry;
- ix) Business Model; and
- x) Any other relevant information.

The Company, through its Managing Director and the Senior Managerial Personnel, conducts programs / presentations to familiarize the Independent Directors with the strategy, operations and functions of the Company, the Company's market share and the markets in which it operates, governance and internal control processes and other relevant information pertaining to the Company's business. Such programs / presentations 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, organization structure, facilities and risk management and such other areas. Presentations are made regularly to the Board of Directors / Audit Committee (AC), where Directors get an opportunity to interact with Executive Committee members and Business Heads.

The Director also explained in detail the compliances required from him under the Companies Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant regulations and his affirmation taken with respect to the same.

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. Interactions happen during Board / Committee meetings, when Business Heads are asked to make presentations about performance of their Business Division to the Board. 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.

The above initiatives help the Director to understand the Company, its business and the regulatory framework in which the Company operates and equips him to effectively fulfil his role as a Director of the Company.
