

FAMILIARIZATION PROGRAMMES FOR INDEPENDENT DIRECTORS 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 managing the Company.

PREAMBLE

Pursuant section 149 and Schedule IV of Companies Act, 2013 and Regulation 62 (1A) (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") requires a Company to familiarize its Independent Directors through various programs about the Company, including the following:

- I. Nature of the industry in which the company operates;
- II. Business model of the company;
- III. Number of programs attended by Independent Directors (during the year and on a cumulative basis till date),
- IV. Number of hours spent by Independent Directors in such programs (during the year and on cumulative basis till date), and
- V. Any other relevant details

Familiarization and Continuing Education Process:

The Company through its Managing Director / Executive Director / Key Managerial Personnel conducts programmes/ presentations periodically to familiarize the Independent Directors (IDs) with the strategy, operations and functions of the Company.

The Independent Directors are afforded many opportunities to familiarize themselves with the Company, its Management and its operations during their association with the Company. The Directors are provided with all the documents including the relevant MOAA, Codes of Conduct, Corporate Governance Policy/ Internal Guidelines on Corporate Governance, Financial Statements for Previous Financial Year and Financial Results for Current Year to date (YTD), etc. and other information on Governance and Organization structure including the Board and

Non Board Committees formed to enable them to have a better understanding of the Company, its operations and the industry in which it operates.

All the Independent Directors of the Company are made aware of their roles and responsibilities at the time of their appointment through a formal letter of appointment, which also stipulates various terms and conditions of their engagement.

Prior to joining the Board as well as shortly after joining the Board, meetings are arranged with the Managing Director & Chief Financial Officer as well as other senior management personnel to discuss the functioning of the Board and the nature of the operation of the Company's business activities. The IDs are briefed on their Roles & Responsibilities which are:

Roles:

- **Guardian of Governance:** Ensure transparency, accountability, and ethical conduct in board decisions.
- **Strategic Advisor:** Provide independent judgment and perspectives on company strategy.
- **Oversight Authority:** Monitor management performance, financial reporting, and compliance systems.
- **Risk Watcher:** Identify risks and ensure appropriate mitigation measures are in place.
- **Committee Member:** Serve on key committees such as Audit, Nomination & Remuneration, and Risk Management Committees of the Board.
- **Stakeholder Protector:** Safeguard the interests of minority shareholders and balance stakeholder needs.

Responsibilities:

- **Professional Conduct:** Follow Schedule IV of the Companies Act, 2013, which outlines duties of IDs.

Tyger Capital Pvt Ltd

(Formerly Adani Capital Pvt Ltd)

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**Josh Aapka
Saath Hamara**

- **Board Participation:** Attend board and committee meetings actively, contributing independent views.
- **Evaluation of Management:** Assess CEO and senior executives' performance objectively.
- **Ethical Independence:** Avoid conflicts of interest and maintain impartiality in decision-making.
- **CSR Oversight** Participate in Corporate Social Responsibility (CSR) committee activities.
- **Audit & Financial Integrity:** Ensure accuracy of financial statements and compliance with accounting standards.
- **Succession Planning:** Support leadership development and succession strategies.

PRESENTATIONS SENT TO BOARD MEMBERS FOR FAMILARIZATION

Directors also got familiarized on various aspects on Industry, Business, Operations, Functions etc., through detailed presentations decks that were made to them during which their queries were answered by MD & CEO and senior management officials These presentations are provided to them in hard/ soft copies as required by them.

The Presentation shared includes information on:

- Vision, Philosophy, Market/Segments, Products, Distribution, Digital Process and Focus on Customer Literacy.
- Business Performance, Geographical Footprint, Information on Key Product offering, Details of Funding Sources, Journey till date,
- Corporate Structure, Brief Profile of Board of Directors, Roles and Responsibilities of Independent Directors,
- Digital Customer Journey and Key Processes, Social Initiatives, etc.

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Key Regulations:

Directors have been kept apprised of the requirements under various laws and regulations and have been requested to keep themselves updated in respect of:

1. [Companies Act, 2013](#) – Section 149 and other key sections as well as [Sch. IV of Co. Act](#) – which has dovetailed Code of Conduct for Independent Directors
2. [SEBI \(LODR\) Regulations, 2015](#) – with specific emphasis on the requirements related to the Board & its Committees – Composition & Functioning
3. [SEBI \(Prohibition of Insider Trading\) Regulations, 2015](#)
4. [RBI \(Non-Banking Financial Companies - Governance\) Directions](#)

The links for respective key laws & regulations are embedded above.

The details of familiarization Programmes imparted to Independent Directors as required under the SEBI LODR are given hereunder:

No. of Programs/ Meetings Attended	No. of hours invested
7 (Seven)	12.5 (Twelve hours and Thirty Minutes)

The Directors had spent 12.5 (Twelve hours and thirty Minutes) on a cumulative basis.