

# **NORTHERN ARC CAPITAL LIMITED**

## **FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS**

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## **1. Preamble:**

The Familiarization Program ('the Program') for Independent Directors of Northern Arc Capital Ltd. ('the Company') has been adopted by the Board of Directors pursuant to Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended.

The Listing Regulations stipulates that the Company shall familiarise the Independent Directors through various programmes about the Company, nature of the industry in which the Company operates, business model of the Company, their roles, rights, responsibilities as Independent Directors of the Company and any other relevant information, through various programmes.

Further, the Schedule IV of the Companies Act, 2013 requires independent directors to undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company.

## **2. Familiarization process:**

### **A. Initial familiarisation program:**

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

- a) Criteria of independence applicable to Independent Directors as per Listing Regulations and the Companies Act, 2013;
- b) Time allocation by the Independent Directors on financial controls, overseeing systems of risk management, financial management compliance, Corporate Social Responsibility, Stakeholders conflicts, Board effectiveness, strategic direction, Meetings and performance assessment;
- c) Roles, functions, Duties, Responsibilities and liabilities of Independent Directors;
- d) Directors Responsibility Statement forming part of Boards' Report;
- e) Vigil Mechanism including policy formulation, disclosures, code for Independent Directors;
- f) Risk Management Systems & framework;

- g) Board Evaluation Process and Procedures;
- h) Compliances requirements under the Companies Act, Listing Regulations and other relevant regulations
- i) Familiarisation with the Company's operations, the organisational set up, the functioning of various divisions / departments, markets in which it operates, governance and internal control processes and other relevant information pertaining to the Company's business.

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

**B. Ongoing familiarisation programs:**

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, statutory reporting including Internal Audit Reports, SEBI Audit Reports and compliance related certifications and overview of business of subsidiaries on an on-going basis through the Chairman/ 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, where Directors get an opportunity to interact with Business and other Heads.

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.

**C. Updation on a continuous basis**

At every Board and any of the committee meetings thereof, presentations will be made to the Directors on the Company's long term and short-term strategy. Each of the business units head will present the performance and future strategy of their respective business units. The Managing Director & CEO will also present the way forward and the future growth of the Company.

The Directors will also be apprised of the risk matrix and its mitigation measures, Company policies, changes in regulatory environment as applicable to the Company and the relevant industry, quarterly presentations on operations made to the Board including information on business performance, operations, market share, financial parameters, working capital management, fund flows, senior management changes, major litigation, compliances, subsidiary information, etc.,

Meetings with Company executives shall also be arranged to better understand the business and operations of the Company.

The Familiarization Programme will be conducted on an “as needed” basis during the year and as and when the Programme is conducted the same will be disclosed on the website of the Company and a web link thereto shall also be given in the annual report of the Company.

### **3. Disclosure:**

As per Listing Regulations, the details of familiarisation programmes for Independent Directors shall be disseminated on the website of the Company with details in relation to

- (i) number of programmes attended by Independent Directors (during the year and on a cumulative basis till date),
- (ii) number of hours spent by Independent Directors in such programmes (during the year and on cumulative basis till date), and other relevant details is attached as an **ANNEXURE**.

As per the Listing Regulation the details of the Familiarisation programme for Independent Directors shall be disseminated on the website of the Company.

This Policy shall be uploaded on the Company’s website for public information and a web-link thereto shall be provided in the annual report of the Company.

**ANNEXURE**

**DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO  
INDEPENDENT DIRECTORS FOR FY 2024-25**

*(Updated as on 13<sup>th</sup> February, 2025)*

***[Pursuant to Regulation 25 (7) & 46 the Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015]***

S. No.	Name of the independent Director	No of programmes attended by the Independent Directors		No. of hours spent by the Independent Directors	
		For FY 24-25	Cumulative Basis	For FY 24-25	Cumulative Basis
1.	Mr. P.S. Jayakumar	1	1	6	6
2.	Mr. Ashutosh Arvind Pednekar	1	1	6	6
3.	Ms. Anuradha Rao	1	1	6	6
4.	Mr. Arun Kumar NT	1	1	6	6