

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

This Familiarization Program ("the Program") for Independent Directors of NCL Research & Financial Services Limited ("the Company") has been adopted by the Board of Directors pursuant to Regulation 25(7) of SEBI LODR Regulations, 2015.

Purpose

The Program aims to provide insights into the Company to enable the Independent Directors to understand its business in depth and contribute significantly to the Company.

Familiarization Process

- The Company shall through its Executive Directors / Senior Managerial Personnel conduct programs / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company;
- Such programs / presentations will 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, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time;
- The programs / presentations shall also familiarize the Independent Directors with their roles, rights and responsibilities;
- The Company may circulate news and articles related to the industry on a regular basis and may provide specific regulatory updates from time to time; and
- The Company may conduct an introductory familiarization program / presentation, when a new Independent Director comes on the Board of the Company.

Disclosure of the Policy

This Policy shall be uploaded on the Company's website for public information and a web link for the same shall also be provided in the Annual Report of the Company.

Review of the Program

The Board will review this Program and make revisions as may be required.

Details of Familiarization Programme imparted to Independent Directors:

The orientation process/familiarization Programme for the Independent Directors of the Company includes:

1. Briefing on their role, responsibilities, duties, and obligations as a member of the Board.
2. Providing an overview on the industry in which the Company operates.
3. Impart adequate knowledge on the nature of business and the business model of the Company, Company's strategic and operating plans.
4. Briefing on the history, regulations and policies and certain corporate matters relating to the Company.
5. Providing the required information relating to financial statements and indebtedness of the Company.
6. Providing an overview on the litigation by and against the Company including the risk factors which could affect the business, prospects, financial condition and results of operations of the Company.
7. Matters relating to Corporate Governance, Compliance Programs, Internal Audit, etc.

As a process, when a new independent director is appointed, the familiarization Programme as described above would be conducted by the senior management team and also whenever a new member is appointed to a Board Committee, information relevant to the functioning of the Committee and the role and responsibility of Committee members shall also be informed.

During the Board and the Committee Meetings, the members of the Board are given an opportunity to meet key functional/business heads separately to get them more familiarized with the business/operations and challenges faced by the industry on an ongoing basis.

Summary of Familiarization Programme of Independent Directors:

Financial Years	No. of Programme attended	Total No. of hours spent on Familiarization Programme
2022-23	1	Approximately 2 hours (including specific items at Board meetings)
2021-22	1	Approximately 2 hours (including specific items at Board meetings)
2020-21	1	Approximately 2 hours (including specific items at Board meetings)
2019-20	1	Approximately 5 hours (including specific items at Board meetings)
2018-19	1	Approximately 3 hours (including specific items at Board meetings)
2017-18	1	Approximately 4 hours (including specific items at Board meetings)
Cumulative	6	Approximately 18 hours
