

Familiarization Programme for Independent Directors



India InfraDebt Limited

Familiarization Programme for Independent Directors – India Infradebt Limited

I. Background and Purpose

Pursuant to Regulation 25(7) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (SEBI LODR) (applicable to India Infradebt Limited (Infradebt) effective September 7, 2021 (on a comply or explain basis till March 31, 2025)), Infradebt shall conduct familiarization programme for the Independent Directors to familiarize them about:

- (a) nature of the industry in which the listed entity operates;
- (b) business model of the listed entity;
- (c) roles, rights, responsibilities of independent directors; and
- (d) any other relevant information.

Further, Schedule IV of Companies Act, 2013 also mandates that Independent Directors shall undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company.

II. Overview of Familiarization programmes/process

1. Induction Programme:

Infradebt provides an induction kit to all the new directors which includes the following details:

- a. Formal letter of appointment as Director of the Company incorporating the roles, function, duties, and responsibilities and obligation on disclosures.
- b. Criteria of Independence as applicable to Independent Directors as per Regulation 16 of SEBI LODR and Section 149 of Companies Act, 2013.
- c. Code of Business Conduct and Ethics.
- d. Framework on Code of Conduct for regulating, monitoring and reporting of trading by Designated Persons and their Immediate Relatives.
- e. Presentation on Business update giving the background of business model and guidelines, capital structure & shareholding, governance & compliance framework, business objectives & strategies, financial numbers, overview of risk group and portfolio of assets and liabilities of Infradebt.
- f. List of policies & codes of Infradebt and copy of major policies.
- g. Constitution and Terms & references of the Committees in which the Director is a Member.

2. Regular Updates:

Infradebt familiarises its Directors, including the Independent Directors throughout the year on an ongoing and continual basis in the areas, details of which are mentioned below:

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- a. Presentations are made on quarterly basis at the Board and Committee Meetings which include information on business update, business performance highlights, asset performance, liabilities performance, governance, regulatory updates, human resources, business plan and strategy, macro-economic & industry update, financial projections, review of Internal Audit, regulatory scenario, detailed discussions on quarterly, half-yearly, nine months and annual results and other relevant issues.
- b. The Independent Directors who are Members of various Committees are presented with the necessary information to enable them to review and grant approvals as per the terms of reference of the Committee. Presentations are made at Committee Meetings which *inter alia* covers Financial Performance, Audit Reports, overview of various risks applicable to Infradebt, annual risk analysis of assets portfolio, updates on Liquidity & Interest Rate Risk, etc.
- c. Deliberations are held and updates are provided from time to time on major developments in the areas of Ministry of Corporate Affairs of India, regulations and circulars issued by Securities and Exchange Board of India (SEBI), notifications, guidelines and directions issued by Reserve Bank of India and other relevant circulars/notifications.
- d. Presentations are made regularly to the Board of Directors / Audit Committee, where the Independent Directors get an opportunity to interact with the business heads and various auditors.

III. Separate Meeting of Independent Directors

Independent Directors meet without the presence of the other directors and Infradebt's management personnel to discuss matters pertaining to Infradebt's affairs and put forth their combined views to the Chairman once in a year or as and when required.

IV. Disclosure of the Familiarization Programme

In terms of Regulation 62(1A)(i) of the SEBI LODR, the details of familiarization programmes imparted to Independent Directors needs to be hosted on the website of Infradebt. The details of Familiarization Programme (considering all the events mentioned in point no. II above) are annexed herewith as Annexure for public information and a web link for the same shall also be provided in the Annual Report of Infradebt.

V. Review

Infradebt may review the programme and make necessary revisions, as and when required.

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Annexure

Financial Year	Number of Programmes/ Meetings attended by the Independent Directors	Number of hours spent by the Independent Directors in such programmes
During FY2022 (from September 7, 2021) ¹	8	Approx 8 hours
During FY2023 ²	12	Approx 14.30 hours
During FY2024 ²	11	Approx 15 hours
Cumulative: From September 7, 2021 till March 31, 2024	31	Approx 37.30 hours

Note:

1. Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2021, Regulation 16 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 became applicable to the Company w.e.f. September 7, 2021 on comply or explain basis, accordingly the details of familiarisation programme from September 7, 2021 are considered above.
2. Includes an induction programme conducted for the newly appointed Independent Director during the year.

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Details of Familiarization Programme for Independent Directors for Financial Year 2024

(in hours)

Name of the Independent Director	Ms. Lalita D. Gupte	Mr. Arun Tiwari	Mr. Vijay Maniar	Ms. Lata Pillai
Date Of Board / Committee Meeting / Programme				
Board Meetings				
April 19, 2023	01:38	01:38	01:38	-
July 19, 2023				
Session I	-	00:12	00:12	-
Session II	-	02:01	02:01	02:01
October 23, 2023	-	01:39	01:39	01:39
January 23, 2024	-	02:12	02:12	02:12
Audit Committee Meetings				
April 19, 2023	00:59	-	00:59	-
July 19, 2023	-	-	00:47	00:47
October 23, 2023	-	-	00:55	00:55
January 23, 2024	-	-	00:58	00:58
Board Risk Management Committee Meetings				
April 19, 2023	00:45	-	00:45	-
October 23, 2023	-	-	00:55	00:55
Induction Programme for Independent Director				
July 19, 2023	-	-	-	02:00