



**DRC SYSTEMS INDIA LIMITED**

**[CIN: L72900G]2012PLC070106]**

**FAMILIARIZATION PROGRAMME FOR  
INDEPENDENT DIRECTORS**

[Applicable w.e.f. February 10, 2021]

The Familiarization Programme ("the Programme") for Independent Directors of DRC Systems India Limited ("the Company") has been adopted by the Board of Directors pursuant to Regulation 25 (7) and Regulation 46 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

## **1. PURPOSE:**

In terms of Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and Schedule IV of the Companies Act, 2013, the Company is required to familiarise the Independent Directors with the business and operations of the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and the on-going events relating to the Company.

This programme aims to provide the Independent Directors insights into the Company to enable them to understand the Company's business and operations so that they are able to play a meaningful role in the overall governance processes of the Company.

## **2. GENERAL INFORMATION:**

### **a) Company – "DRC Systems India Limited"**

### **b) Independent Directors-**

- i. Mr. Keyur Shah
- ii. Mr. Jigar Shah
- iii. Mr. Roopkishan Dave
- iv. Mrs. Dipti Chitale

**c) Inductee-** a person who has been inducted on Board of the Company as an Independent Director as per recommendation of Nomination and Remuneration Committee and approval by Board of Directors and Shareholders of the Company.

**d) Familiarization Kit** - A information kit to be provided to a person who has been appointed as an Independent Director which contains, general information about the Company in form of Company Profile, latest Annual Report, copy of code of conduct of Director and Senior Management Personnel, copy of code of conduct as per Insider Trading Regulations, copy of code of conduct of Independent Directors and various policies adopted by the Company.

### **3. FAMILIARIZATION PROGRAMME:**

The Company shall through its Executive Directors / Key Managerial Personnel conduct programmes / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company.

The programmes essentially has two broad components –technical and behavioural. The technical component shall enable the participants to understand Company business, strategies, industry dynamics and its growth plans and prepare them for an active role in Company. The behavioural component shall empower the participants to understand board procedures and help them to be effective in board activities. Periodic presentations are being made to them at the Board and its various Committees meetings to update on the Budget, Capital Expenditure, Business Plan (including that of Subsidiaries), growth strategy and strategic priorities, hedging operations & forex and performance of the Company etc. The Programme also aims to offer a conceptual framework based upon current expectations which require the Independent Directors to adhere to a code and standard of ethics and integrity for fulfilment of their responsibilities in a professional and faithful manner to promote confidence of the investment community particularly minority shareholders, regulatory authorities and the stakeholders at large.

The Independent Directors are also made aware of their roles, rights, responsibilities at the time of their appointment/re-appointment through a formal letter of appointment/re-appointment along with the terms and conditions of their engagement.

The programme shall be conducted in such a manner as to facilitate and convenience the Independent Directors and enable them to attend the same in view of their busy schedules.

The programmes/presentations also familiarises 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 programme / presentation and provide the familiarization Kit, when a new Independent Director comes on the Board of the Company.

### **4. 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.

### **5. REVIEW OF THE PROGRAMME:**

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

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**Details of the above familiarisation programme imparted to Independent Directors:**

| <b>Name of Directors</b> | <b>Number of Meetings/<br/>Programmes<br/>attended<br/>(FY 2022-23)</b> | <b>Number of Meetings/<br/>Programmes<br/>attended<br/>(cumulative)</b> | <b>Number of<br/>hours<br/>spent (FY<br/>2022-23)</b> | <b>Number of<br/>hours spent<br/>till date<br/>(cumulative)</b> |
|--------------------------|---|---|---|---|
| Mr. Keyur Shah           | 1   | 3   | 2   | 6   |
| Mr. Jigar Shah           | 1   | 3   | 2   | 6   |
| Mr. Roopkishan Dave      | 1   | 3   | 2   | 6   |
| Mrs. Dipti Chitale       | 1   | 3   | 2   | 6   |