

## **DUKE COMMERCE LIMITED**

### **Familiarisation Programme for Independent Directors**

[Pursuant to Regulation 25(7) of the SEBI (LODR) Regulations, 2015]

#### **PREAMBLE**

In accordance with the requirement of Regulation 25(7) of SEBI (LODR) Regulations, 2015 and Schedule IV of the Companies Act, 2013 the Company shall familiarize the Independent Directors with the Company, their roles, rights, responsibility in the Company, nature of the industry in which the Company operates, business model of the Company etc. through various programs.

#### **OBJECTIVES**

The familiarization programme helps the independent directors not only to have greater insight into the Company's business but also contribute effectively in decision making at Board / Committee meetings.

#### **OVERVIEW OF THE FAMILIARISATION PROGRAMME**

##### **(1) Familiarisation upon induction of new Independent Directors**

- At the time of appointment, an appointment letter incorporating the role and duties, tenure of appointment, evaluation process, availability of directors and officers liability insurance, details regarding remuneration is given to the Directors.
- The Company conducts a well-structured induction programme for orientation and training of directors which includes one-to-one interactive sessions with the executive directors.
- New independent directors are provided with detailed information which includes presentation on details about the Company, copies of Annual Report of last three years, company's Code of Conduct, company's Insider Trading Code, brief profile of other Board Members, Memorandum and Articles of Association, financial results of past one year, Committee Charters, Internal Audit Charter, policies such as vigil policy, CSR policy, policy on related party transactions, etc.

##### **(2) Continual Familiarisation Programme**

- Presentations on business units, business performance, operations, finance, risk management framework, etc. are made to the Directors from time to time as part of board discussions where independent directors get an opportunity to interact with the senior leaders of the Company.
- Active communication channel between executive directors and independent directors, that allows the independent directors to raise query, seek clarifications for enabling a better understanding of the Company and its various operations are available.
- Board Members are regularly updated regarding key developments in the Company and on any important regulatory amendments applicable to the Company.

**(3) Miscellaneous**

This programme shall be uploaded on the website of the Company.

The Nomination and Remuneration Committee shall monitor and periodically review the familiarisation programme and approve changes, if any.

The Director or the Company Secretary of the Company are hereby severally authorised to amend this programme to give effect to any changes/ amendments notified by Ministry of Corporate Affairs or SEBI. The amended programme shall be placed before the Nomination and Remuneration Committee for noting and ratification.

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