

## **KERALA AYURVEDA LIMITED**

### **FAMILIARISATION PROGRAMMES FOR INDEPENDENT DIRECTORS**

#### **1. Preamble**

The Clause 49(II)(B)(7) of the Listing Agreement with the Stock Exchanges stipulates that:

- a) The Company shall familiarise the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes.
- b) The details of such familiarisation program shall be disclosed on the Company's website and a web link thereto shall be given in the Annual Report.

#### **2. Familiarisation process**

The Company shall, if required, conduct formal induction program for its Independent Directors which may include any or all of the following:

- Board roles and responsibilities, whilst seeking to build working relationship among the Board members,
- Company's vision, strategic direction, core values, ethics and corporate governance practices,
- Familiarization with financial matters, management team and business operations,
- Meetings with stakeholders, visits to business locations and meetings with senior and middle management.

The Company shall, as may be required, support Directors to continually update their skills and knowledge and improve their familiarity with the company and its business. The Company will fund/arrange for training on all matters which are common to the whole Board.

When a new Independent Director comes on the Board of the Company, a meeting is arranged with the Chairperson, Director, Chief Financial Officer to discuss the functioning of the Board and the nature of the operation of the Company's business activities.

New Independent Directors are provided with copy of latest Annual Report, the Code of Conducts, Code for Independent Directors, Code of Corporate Disclosure Practices, Schedule of upcoming Board and Committee meetings.

Independent Directors are also provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices. They have been given complete access to any information relating to the Company, whenever they so request.

All Independent Directors are familiarized and further updated about their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc. from time to time.

A detailed appointment letter incorporating but not limited to the role, duties and responsibilities, Time Commitment, Code of Conduct, Disclosures, Mandates of Committee, Performance Appraisal / Evaluation Process and remuneration is issued for the acceptance of the Independent Directors.

The entire Board including Independent Directors have access to Product Heads/ FactoryHeads and other commercial/ technical staff, wherever required, for informed decisionmaking. This facilitates the Independent Directors to understand and comprehend the business of the Company.

The agenda for quarterly Meetings covers all the statutory information as required under company law and listing agreement.

### **3. Review of the Program**

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

### **4. Disclosure of the Program**

This Program 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.