



GENPHARMASEC LIMITED

(Formerly Known as Generic Pharmasec Limited)

FAMILIARIZATION PROGRAMMES FOR INDEPENDENT DIRECTORS



FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

I. INTRODUCTION

The Securities and Exchange Board of India (“SEBI”) vide its notification dated September 02, 2015 issued the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”). These regulations came into force from December 01, 2015. Regulation 46 of SEBI LODR Regulations states that all the Listed Companies shall disseminate on its website the details of familiarization programme imparted to Independent Directors.

The Board of the Directors of the Company have reviewed, modified and adopted this to align the same with the applicable laws, rules and regulations.

II. OBJECTIVE AND APPLICABILITY

The familiarization programme of the Company intends to adopt a structured series for orientation of Independent Directors at the time of their joining so as to enable them to understand the Company - its operations, business, industry and environment in which it functions and the regulatory compliances applicable to it. This program also aims to provide insights into the Company to enable the Independent Directors to understand its business in depth and contribute significantly to the company.

This policy is applicable to all the independent Directors of the Company.

III. DEFINITIONS

- a) “**Board**” means the Board of Directors of the Company
- b) “**Independent Director**” means a Director who satisfies the criteria for Independence as prescribed under Section 149 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

IV. OVERVIEW OF THE FAMILIARIZATION PROGRAMME

1. Any Director who is appointed as an Independent Director shall be welcomed by the Board of the Company and be provided with following documents for his/her reference purpose:

- ❖ Memorandum and Articles of Association of the Company;
- ❖ Annual Reports of last three (3) years;
- ❖ Code of Conduct for Directors and Senior Employees;
- ❖ Policies of the Company on various business aspects and practices;



- ❖ A brief introduction to the Company and its main operating subsidiaries shall also be provided;
- ❖ Site visits to various on-going Projects of the Company are organized for the Directors to enable them to understand the operations of the Company and
- ❖ They are also made aware of their role, responsibilities and liabilities at the time of their appointment/re-appointment, through a formal letter of appointment.

2. On-going Updates:

- ❖ Executive Directors/ Senior Managerial Personnel may conduct presentations to familiarize the Independent Directors with business, strategy, operations & financial updates;
- ❖ Each Director of the Company shall have complete access to any information relating to the Company. Independent Directors have the freedom to interact with the Company's Management;
- ❖ Periodic presentations are to be made at the Board and Committee Meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved;
- ❖ Further, the Independent Directors meet without the presence of other Non-Independent Directors and the Company's Management Personnel to discuss matters pertaining to the Company's affairs.
- ❖ Important stock exchange announcements and press releases for various news related to the Company may also be forwarded to the Directors from time-to-time;
- ❖ Quarterly updates on relevant statutory changes and landmark judicial pronouncements encompassing important laws shall be regularly circulated to the Directors;
- ❖ Detailed presentations on the duties and responsibilities of Independent Directors and the Company's business segments shall be made at the separate meetings of the Independent Directors held during the year.

3. Disclosure of Familiarization Programme:

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.

V. REVIEW OF THIS POLICY

The Board of the Company may carry out the changes to this policy from time to time so as to bring them in line with the amendments as may happen under the listing regulations and/or Companies Act, 2013.

VI. PLACEMENT OF THE CODE ON THE WEBSITE OF THE COMPANY

This policy as amended from time to time shall be posted on the website of the Company.



DISCLOSURE UNDER REGULATION 25 AND 46 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS OF GENPHARMASEC LIMITED (“THE COMPANY”) DURING FY 2022-23:

The Company has an orientation process / familiarization programme for its independent directors with emphasis on:

- Roles, Rights and Responsibilities - Board dynamics & functions
- Strategy, Operations and functions of the Company

As a process when a new independent director is appointed, a familiarization programme is 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 is informed.

The Independent Directors have attended such orientation process/familiarization programme to meet the key functional/business heads separately to get themselves more familiarized with the business/operations and challenges faced by the industry on an ongoing basis. The Details of Familiarization sessions held pursuant to the Policy are as follows:

| | |
|--|---|
| 1) Number of programmes attended by Independent Directors (during the year and on a cumulative basis till date) | <ul style="list-style-type: none"> ➤ One Programme during FY 2022-23 : i) 03.02.2023 ➤ Cumulative No. of days till date : 1 day |
| 2) Number of hours spent by Independent Directors in such programmes (during the year and on cumulative basis till date) | <ul style="list-style-type: none"> ➤ Approx. 02:00 Hours ➤ Cumulative hours till date : 02 hours |
| 3) Purpose of Programme | <ul style="list-style-type: none"> ➤ To update Independent Directors of the Company regarding business management and operations; ➤ Rights and Responsibility of Independent Directors. |

Other details of attendance of Independent Directors in Familiarization Sessions are as follows:

| S.No. | Name of Independent Director | No. of the Sessions attended | | No. of hours spent in the Sessions attended | |
|-------|------------------------------|------------------------------|----------------------|---|----------------------|
| | | FY 2022-23 | Cumulative till date | FY 2022-23 | Cumulative till date |
| 1 | Mr. Mayur Bhatt | 1 | 1 | 2.00 | 2.00 |
| 2 | Mr. Sachin Aphantkar | 1 | 1 | 2.00 | 2.00 |
| 3 | Mr. Siddhesh Shende | 1 | 1 | 2.00 | 2.00 |
