



## **FAZE THREE LIMITED**

### **FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS**

#### **Preamble**

In accordance with Regulation 25(7) read with Regulation 46(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall familiarise the independent directors with the Company, their roles, rights and responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes.

#### **Purpose and 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, details regarding remuneration are 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, selected business/functional heads, and may also include plant visit.
- ❖ New independent directors are provided with induction kit which includes presentation on details about the Company, its subsidiaries, copies of Annual Report of last three years, Faze Three's Code of Conduct, Faze Three's Insider Trading Code, brief profile of other Board Members, Memorandum and Articles of Association, financial results of past one year, Committee Charters, policies such as vigil mechanism policy, CSR policy, policy on related party transactions, etc.,

##### **2. Continual Familiarisation Programme**

- ❖ Presentations on business units / subsidiary companies, 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.
- ❖ The Company arranges visit for Directors to the manufacturing facilities of the Company, as and when required, to enable them to better understand the manufacturing and operations process at such facilities.



- ❖ Board Members are regularly updated regarding key developments in the Company and on any important regulatory amendments applicable to the Company at Board meetings.
- ❖ The Company encourages and recommends its Independent Directors participation at various programmes being conducted by professional bodies and organizations to stay apprised on various changes and amendments in laws in the changing regulatory environment.

**Familiarisation programmes during the Financial Year 2023 - 24**

During the financial year 2023-24, the following discussions were held in the nature of familiarization to the Independent Directors and the Board of Directors of the Company:

Sr. No.	Subject matter of discussion	No. of hours spent by Independent Director and the Board	
		FY 2023-24	Cumulative till date
1.	Legal/Regulatory updates	1	15
2.	Regular key update on business performance	4	32

Besides the above, the Independent Directors and the Board as a whole, are on a continual basis familiarized with the overall performance and functioning of the Company, risk management process, human resource processes and people development initiatives, CSR, safety, sustainability and governance initiatives of the Company.

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