

*D hoot Industrial Finance Limited*



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

## **FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS**

[Disclosure under Regulation 25 & 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

### ❖ **Introduction:**

Regulations 25(7) read with Regulation 46(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 inter-alia stipulates that the Company shall familiarize the independent directors through various programmes about the listed entity, including the following:

- (a) Nature of the industry in which the Company operates;
- (b) Business model of the Company;
- (c) Roles, rights, responsibilities of independent directors; and
- (d) any other relevant information.

The Company strongly believes that effective familiarization programme helps the Independent Directors, not only to have greater insight into Company's business but also contribute effectively in decision making at Board / Committee meetings. These programmes are delivered through detailed presentations and interactions with senior management.

### ❖ **Objective of the Programmes:**

The objective of the familiarization programme is to enable the Independent Directors to understand the Company, operations, business, industry and environment in which it functions and the regulatory environment applicable, to facilitate their active participation in various Board and Committee Meetings.

### ❖ **Overview of the Familiarization process:**

All Independent Directors are aware and further updated about their roles, rights, responsibilities in the Company. Independent Directors are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices.

Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved. Detailed presentations on the duties and responsibilities of Independent Directors and the Company's business segments were made at the separate meetings of the Independent Directors held during the year.

Quarterly updates on relevant statutory changes and landmark judicial pronouncements encompassing important laws are regularly circulated to the Directors.

#### • **Orientation Programme upon induction of new Directors:**

At the time of inducting a newly appointed Director, including Independent Director, discussions are held with the official(s) of the Company including the Chairman, Managing Directors, Chief Financial Officer, Company Secretary of the Company to familiarize the Director with the business model, operational aspects, management structure and other information about the Company. The new inductee is also

appraised on the ongoing discussions at the Board meetings to enable him/ her to effectively participate at the Board meetings.

A Formal Letter of Appointment explaining the role, function, duties and responsibilities expected of him / her as a Director, Remuneration and Performance Evaluation Process, Code of Conduct for Directors and Senior Management is intimated to the Independent Directors.

• Other initiatives to update Directors on a continuing basis:

The Company keeps all its directors updated on the operations of the Company and key Developments which may impact the Company, its performance through presentations made at the meetings of Board or otherwise by the Management of the Company from time to time. Such presentations, inter alia, include performance of the Company, Company plans and strategies budgets, risk management mechanism, investments plans, management and succession planning, Corporate Social Responsibility Initiatives, investor grievances and such other information as may be required by them. The Board members are updated on various regulatory and other amendments and developments.

❖ **Details of Familiarization Programs attended by our Independent Directors during the Financial Year 2024-25:**

The Company conducted the following Familiarisation Programmes for its Independent Directors. The Programmes were part of the Board/Committee Meetings held during the Financial Year 2024-25:

- Company's operations and Strategy and annual budget of the Company;
- Business Overview;
- CSR strategy framework;
- Statutory Compliance;
- Regulatory updates at Board and Audit Committee Meetings;
- Investor Grievances, etc.

Name of Directors	No. of Programme / Meeting attended by the Independent Director		Number of hours spent by Independent Directors	
	During the year ended 31.03.2025	On cumulative basis <sup>a</sup>	During the year ended 31.03.2025	On cumulative basis <sup>a</sup>
Rajesh M. Loya*	02	22	02	23.15
Girish Champaklal Choksey*	02	22	02	23.15
Pallavi A. Parikh	04	24	04	25.15
Bhairav Surendra Sheth**	02	02	02	02
Vishal Jain**	02	02	02	02

*\*Mr. Girish Champaklal Choksey, (DIN: 00246196) and Mr. Rajesh Motilal Loya, (DIN: 00252470) ceased to be the Independent Directors upon completion of their second term as Independent Director of the Company on 30<sup>th</sup> September, 2024, after the close of business hours.*

*\*\*Mr. Bhairav Surendra Sheth, (DIN: 10664819) and Mr. Vishal Jain, (DIN: 02455598) appointed as Independent Directors of the Company as defined under Section 149(6) of the Companies Act, 2013 and as required under Section 149(7) of the Companies Act, 2013 in the 46<sup>th</sup> AGM of the Company for a term of 5 years with effect from 01<sup>st</sup> October, 2024 to 30<sup>th</sup> September, 2029.*

<b>Year</b>	<b>No. of Programme / Meeting</b>	<b>No. of Appx. Hrs.</b>
2019-20	04	04
2020-21	04	04.40
2021-22	03	03
2022-23	04	04
2023-24	05	05.75
2024-25	04	04

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