



Indo-City Infotech Limited

CIN : L51900MH1992PLC068670

INDO-CITY INFOTECH LIMITED

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

[As per the Regulation 25 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.]

Details of familiarization programmes imparted to independent directors - The Company has an orientation process/familiarization programme for its independent directors that include:

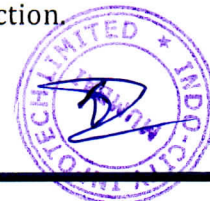
1. Initial familiarisation module:

At the time of appointing a Director:

The company conducts an introductory familiarisation program/presentation, when a new independent director comes on the board of the company. At the outset, all the independent directors are provided an overview of;

- Briefing on their role, functions, responsibilities and duties expected of him/her as a member of the board.
- Nature of business and business model of the company, company's strategic and operating plans.
- Matters relating to corporate governance, code of business conduct, risk management, compliance programs, internal audit, etc.
- Criteria of independence applicable to independent directors as per Regulation 25 of the new SEBI (LODR) Regulations, 2015 and the Companies Act, 2013;
- Time allocation by the independent directors on financial controls, overseeing systems of risk management, financial management compliance, Stakeholders conflicts, Board effectiveness, strategic direction, Meetings and performance assessment;
- Directors' Responsibility Statement forming part of Boards' Report; Vigil Mechanism including policy formulation, disclosures, code for Independent;
- Obtaining Audit Committee approval, wherever required;
- Risk Management Systems & framework;
- Board Evaluation Process and Procedures;

At the time of appointment of independent directors, a familiarization programme, as above, is conducted by the senior management team, to their satisfaction.





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Also during the year, from time to time, the senior management personnel in the Company make periodic presentation to the Independent Directors, about the Company's strategy, business model, product and service offerings, customers' & shareholders' profile, financial details, human resources, technology, facilities, internal controls and risk management, their roles, rights and responsibilities in the Company, various changes, if any, in the regulations governing the conduct of independent directors, relevant changes / circulars / notifications etc., as may be notified / issued by the regulators etc. for them to effectively fulfil their responsibilities as independent directors.

2. Continuous Familiarization Process:

The Company shall conduct programs/presentations periodically to familiarize the independent directors with the strategy, operations and functions of the company.

3. Familiarization module for Independent Directors:

The module will be on following lines and will be restructured as and when necessary objective the company will follow an orientation programme for the independent directors to get them updated on the business and operations of the company on a continuous basis. Orientation module overview of business, operations and business model for new and existing company. Directors' overview of industry in which the company operates. Familiarization on statutory compliances including their roles, rights and responsibilities in the company as a board /committee member.

4. Details of Number of programmes and Hours attended by the Independent Directors:

(A) Mr. Brij Kishor Gupta

a. Number of programmes attended:

- i) during the year - 2
- ii) on a cumulative basis till date - 7

b. Number of hours spent in programmes:

- i) during the year - 2.5 hours
- ii) on a cumulative basis till date - 11 hours

(B) Mr. Arun Bubna

a. Number of programmes attended:

- i) during the year - 2
- ii) on a cumulative basis till date - 5

b. Number of hours spent in programmes:

- i) during the year - 2.5 hours
- ii) on a cumulative basis till date - 9.5 hours





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The above said programmes include orientation programme for each director separately at the time of their appointment, further during Covid-19 period the said programmes were done through online mode. The programmes help the Independent directors in keeping themselves up to date with the workings of the company and the industry developments to enable them to perform their role and duties more efficiently and effectively.

Review of the Program:

The Board will review this Program and make revisions as may be required from time to time.

