

FAMILIARIZATION PROGRAMMES FOR INDEPENDENT DIRECTORS OF DIGIDRIVE DISTRIBUTORS LIMITED (“COMPANY”)

1. Preamble

- 1.1 Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended stipulates that the Company shall familiarize 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.

2. Overview of the Familiarisation Process

- 2.1 An appointment letter issued to the independent directors which *inter alia* states the roles, responsibilities and the fiduciary duties and the accompanying liabilities that come with the appointment as a director on the board of directors of the Company (“**Board**” or “**Board of Directors**”).
- 2.2 The Company shall through its executive directors / senior management personnel conduct programs / presentations to familiarize the existing directors as well as new directors with the strategy, operations and functions of the Company.
- 2.3 Such programs/presentations will provide an opportunity to the independent directors to interact with the senior leadership team of the Company and help them to understand the Company’s strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time.
- 2.4 The programs/presentations shall also familiarize the independent directors with their roles, rights and responsibilities.
- 2.5 The Company may conduct an introductory familiarization program / presentation, when a new independent director is appointed on the Board of the Company.

3. Programme and Disclosure

- 3.1 Familiarization programme will be conducted “as needed” basis during the year.
- 3.2 As and when familiarization programme is conducted, the same will be disclosed on the website of the Company and a web link thereto shall also be given in the Annual Report.

4. Administration

- 4.1 The Familiarization programme for independent directors will be administered and monitored by the nomination and remuneration committee of the Company.

5. Objective

- 5.1 The Company shall periodically organise familiarisation programme for the Independent Directors to appraise them with the business operations of the Company as also to know their roles, rights and responsibilities in the Company to enable them to make effective contribution and discharge their functions as a Board Member.

The Company shall follow a structured orientation and training programme for the Independent Directors to understand and get updated on the business and operations of the Company on a continuous basis.

- 5.2 Familiarisation Program for Independent Directors shall include:

- i. Industry overview and business structure of the Company;
- ii. Operation overview and product knowledge;
- iii. Overview of Sales & Marketing strategies;
- iv. Financial Statements, Financial Ratios and other performance parameters used for control process; v. Statutory compliances required to be fulfilled by the Company.

6. Review of the Program

- 6.1 The Board of Directors of the Company shall review this Program once in every year or within such period as mandated by any regulatory amendments.

7. Penalty for Non-Adherence of the clauses of the Policy

- 7.1 Non – Adherence to any of the Clause as mentioned in this Policy will attract penalty of one lakh rupees which may extend to one crore rupees as prescribed under Section 15HB of Securities Exchange Board of India Act, 1992.

8. Effective Date

- 8.1 This programme shall be effective from the date of listing of the securities of the Company on the stock exchange(s).

DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED BY THE COMPANY TO INDEPENDENT DIRECTORS DURING FINANCIAL YEAR 2024-25

The Company has a well-defined orientation process and familiarization programme to ensure that Independent Directors are well-acquainted with their roles, rights, responsibilities, and the operations of the Company. The familiarization programme emphasizes:

- Roles, Rights and Responsibilities - Board dynamics & functions
- Strategy, Operations and functions of the Company
- Stay updated on regulatory developments, corporate governance, and compliance requirements.
- Gain insight into the industry dynamics, competitive environment, and key business risks.

As part of the process, when a new Independent Director is appointed to the Board, an initial familiarization programme is conducted by the Senior Management and whenever a new member is appointed to a Board Committee, a session is held to brief them on the Committee's functions, responsibilities, and the relevant information.

Details of Programmes conducted and attended by the Independent Directors is given in the table below:

Date of Programme	Name of Independent Directors attended the Programme	No. of Hours Spent	Particulars of Programme
November 14, 2024	1. Mr. Vinod Kumar 2. Ms. Iram Hassan 3. Mr. Santanu Bhattacharya	1	1. Gain insight into the industry dynamics, competitive environment, and key business risks. 2. Update on the scheme of arrangement.
February 14, 2025	1. Mr. Vinod Kumar 2. Ms. Iram Hassan 3. Mr. Santanu Bhattacharya	1	1. Overview of Board Dynamics, Roles and Responsibilities, Company Strategy. 2. Deep dive into Operations, Financial Performance, Committee Functions.

Number of hours spent by the Independent Directors in such Programmes during the Financial Year ended March 31, 2025 is 2 hours and on a cumulative basis from January 10, 2024 up to March 31, 2025 were 3 Hours.