

**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

- 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.

- 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).