

## FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

The Schedule IV of the Companies Act, 2013 and clause 49 of the Listing Agreement entered into with the stock exchanges mandates the Company to familiarise the Independent Directors with the Company, their roles, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. through various programmes.

### **1. Objective:**

The programme aims to provide insight into the Company to enable the Independent Directors to understand its business and operations in depth and contribute significantly to the growth of the Company.

### **2. Applicability:**

The above programme will be conducted for new and continuing Independent Directors of the Company.

### **3. Familiarisation Process:**

The Company shall through its Executive Directors/Senior Management Personnel conduct programme/presentation periodically to familiarise the Independent Directors with the strategy, operations and functions of the Company.

Such programmes/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, organisation structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time.

The programmes/presentations shall also familiarise the Independent Directors with their roles, rights and responsibilities.

The Company may circulate news and articles related to the industry on a regular basis and may provide specific regulatory updates from time to time.

The Company may conduct introductory familiarisation programmes/presentations when a new Independent Director comes on the Board of the Company.

### **4. Programme:**

Familiarisation programme will be conducted on a need basis during the year.

The Company also issues appointment letter to the Independent Directors which also incorporates their role, duties and responsibilities.

### **5. Review/Amendment of the Programme:**

The Board of Directors will review/amend this programme and make changes as and when it deems necessary.

**DISCLOSURE UNDER REGULATION 25 AND 46 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS OF WANBURY LIMITED (“THE COMPANY”) DURING FY 2015-16:**

The Company has an orientation process/familiarization programme for its independent directors with emphasis on:

- Roles, Rights and Responsibilities - Board dynamics & functions
- Strategy, Operations and functions of the Company

As a process when a new independent director is appointed, a familiarization programme is conducted by the senior management team and also whenever a new member is appointed to a Board Committee, information relevant to the functioning of the Committee and the role and responsibility of Committee members is informed.

The Independent Directors have attended such orientation process/familiarization programme. The Board and Committee meetings of the Company are held at least on a quarterly basis and members of the Board meet key functional/business heads separately to get themselves more familiarized with the business/operations and challenges faced by the industry on an ongoing basis.

Details of Familiarization Programmes imparted to Independent Directors Number of Programme attended by Independent Directors (during the year and on a cumulative basis till date)	One Programme:  i) 22.03.2016
Number of hours spent by Independent Directors in such programmes (during the year and on cumulative basis till date)	Approx. 2 Hours

Purpose of Programme	<ol style="list-style-type: none"><li>1) Industry Overview and Business Model of the company</li><li>2) Business overview and an outline of Corporate Plan and Annual targets</li><li>3) Overview of Sales &amp; Marketing</li><li>4) Introduction to Product profile</li><li>5) Operations overview</li><li>6) Financial Performance and budget &amp; control processes</li><li>7) Familiarization on Statutory compliances as a Board Member including their Roles, Rights and Responsibilities.</li></ol>
----------------------	--

**DISCLOSURE UNDER REGULATION 25 AND 46 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS OF WANBURY LIMITED (“THE COMPANY”) DURING FY 2016-17:**

The Company has an orientation process/familiarization programme for its independent directors with emphasis on:

- Roles, Rights and Responsibilities - Board dynamics & functions
- Strategy, Operations and functions of the Company

As a process when a new independent director is appointed, a familiarization programme is conducted by the senior management team and also whenever a new member is appointed to a Board Committee, information relevant to the functioning of the Committee and the role and responsibility of Committee members is informed.

The Independent Directors have attended such orientation process/familiarization programme. The Board and Committee meetings of the Company are held at least on a quarterly basis and members of the Board meet key functional/business heads separately to get themselves more familiarized with the business/operations and challenges faced by the industry on an ongoing basis.

Details of Familiarization Programmes imparted to Independent Directors Number of programmes attended by Independent Directors (during the year and on a cumulative basis till date)	One Programme during FY 2016-17: i) 14.02.2017  One Programmes during FY 2015-16: i) 22.03.2016
Number of hours spent by Independent Directors in such programmes (during the year and on cumulative basis till date)	➤ Approx. 2 Hours during FY 2016-17 ➤ Approx. 4 Hours on cumulative basis

Purpose of Programme	<ol style="list-style-type: none"><li>1) Industry Overview and Business Model of the company</li><li>2) Business overview and an outline of Corporate Plan and Annual targets</li><li>3) Overview of Sales &amp; Marketing</li><li>4) Introduction to Product profile</li><li>5) Operations overview</li><li>6) Financial Performance and budget &amp; control processes</li><li>7) Familiarization on Statutory compliances as a Board Member including their Roles, Rights and Responsibilities.</li></ol>
----------------------	--

**DISCLOSURE UNDER REGULATION 25 AND 46 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS OF WANBURY LIMITED (“THE COMPANY”) DURING FY 2017-18:**

The Company has an orientation process/familiarization programme for its independent directors with emphasis on:

- Roles, Rights and Responsibilities - Board dynamics & functions
- Strategy, Operations and functions of the Company

As a process when a new independent director is appointed, a familiarization programme is conducted by the senior management team and also whenever a new member is appointed to a Board Committee, information relevant to the functioning of the Committee and the role and responsibility of Committee members is informed.

The Independent Directors have attended such orientation process/familiarization programme. The Board and Committee meetings of the Company are held at least on a quarterly basis and members of the Board meet key functional/business heads separately to get themselves more familiarized with the business/operations and challenges faced by the industry on an ongoing basis.

Details of Familiarization Programmes imparted to Independent Directors Number of programmes attended by Independent Directors (during the year and on a cumulative basis till date)	<ul style="list-style-type: none"> <li>➤ One Programme during FY 2017-18:i) 08.02.2018</li> <li>➤ One Programme during FY 2016-17:i) 14.02.2017</li> <li>➤ One Programmes during FY 2015-16: i) 22.03.2016</li> </ul>
Number of hours spent by Independent Directors in such programmes (during the year and on cumulative basis till date)	<ul style="list-style-type: none"> <li>➤ Approx. 2 Hours during FY 2017-18</li> <li>➤ Approx. 6 Hours on cumulative basis</li> </ul>

Purpose of Programme	<ol style="list-style-type: none"><li>1) Industry Overview and Business Model of the company</li><li>2) Business overview and an outline of Corporate Plan and Annual targets</li><li>3) Overview of Sales &amp; Marketing</li><li>4) Introduction to Product profile</li><li>5) Operations overview</li><li>6) Financial Performance and budget &amp; control processes</li><li>7) Familiarization on Statutory compliances as a Board Member including their Roles, Rights and Responsibilities.</li></ol>
----------------------	--

**DISCLOSURE UNDER REGULATION 25 AND 46 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS OF WANBURY LIMITED (“THE COMPANY”) DURING FY 2018-19:**

The Company has an orientation process/familiarization programme for its independent directors with emphasis on:

- Roles, Rights and Responsibilities - Board dynamics & functions
- Strategy, Operations and functions of the Company

As a process when a new independent director is appointed, a familiarization programme is conducted by the senior management team and also whenever a new member is appointed to a Board Committee, information relevant to the functioning of the Committee and the role and responsibility of Committee members is informed.

The Independent Directors have attended such orientation process/familiarization programme. The Board and Committee meetings of the Company are held at least on a quarterly basis and members of the Board meet key functional/business heads separately to get themselves more familiarized with the business/operations and challenges faced by the industry on an ongoing basis.

Details of Familiarization Programmes imparted to Independent Directors Number of programmes attended by Independent Directors (during the year and on a cumulative basis till date)	<ul style="list-style-type: none"> <li>➤ One Programme during FY 2018-19:i) 14.02.2019</li> <li>➤ One Programme during FY 2017-18:i) 08.02.2018</li> <li>➤ One Programme during FY 2016-17:i) 14.03.2017</li> <li>➤ One Programmes during FY 2015-16: i) 22.03.2016</li> </ul>
Number of hours spent by Independent Directors in such programmes (during the year and on cumulative basis till date)	<ul style="list-style-type: none"> <li>➤ Approx. 1 Hour during FY 2018-19</li> <li>➤ Approx. 7 Hours on cumulative basis</li> </ul>

Purpose of Programme	<ol style="list-style-type: none"><li>1) Industry Overview and BusinessModel of the company</li><li>2) Business overview and an outline ofCorporate Plan and Annual targets</li><li>3) Overview of Sales &amp; Marketing</li><li>4) Introduction to Product profile</li><li>5) Operations overview</li><li>6) Financial Performance and budget &amp;control processes</li><li>7) Familiarization on Statutory compliances as a Board Member including their Roles, Rights and Responsibilities.</li></ol>
----------------------	---

**DISCLOSURE UNDER REGULATION 25 AND 46 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS OF WANBURY LIMITED (“THE COMPANY”) DURING FY 2019-20:**

The Company has an orientation process/familiarization programme for its independent directors with emphasis on:

- Roles, Rights and Responsibilities - Board dynamics & functions
- Strategy, Operations and functions of the Company

As a process when a new independent director is appointed, a familiarization programme is conducted by the senior management team and also whenever a new member is appointed to a Board Committee, information relevant to the functioning of the Committee and the role and responsibility of Committee members is informed.

The Independent Directors have attended such orientation process/familiarization programme. The Board and Committee meetings of the Company are held at least on a quarterly basis and members of the Board meet key functional/business heads separately to get themselves more familiarized with the business/operations and challenges faced by the industry on an ongoing basis.

Details of Familiarization Programmes imparted to Independent Directors Number of programmes attended by Independent Directors (during the year and on a cumulative basis till date)	<ul style="list-style-type: none"> <li>➤ One Programme during FY 2019-20:i) 14.02.2020</li> <li>➤ One Programme during FY 2018-19:i) 14.02.2019</li> <li>➤ One Programme during FY 2017-18:i) 08.02.2018</li> <li>➤ One Programme during FY 2016-17:i) 14.02.2017</li> <li>➤ One Programmes during FY 2015-16:i) 22.03.2016</li> </ul>
Number of hours spent by Independent Directors in such programmes (during the year and on cumulative basis till date)	<ul style="list-style-type: none"> <li>➤ Approx. 1 Hour during FY 2019-20</li> <li>➤ Approx. 8 Hours on cumulative basis</li> </ul>

Purpose of Programme	<ol style="list-style-type: none"><li>1) Industry Overview and Business Model of the company</li><li>2) Business overview and an outline of Corporate Plan and Annual targets</li><li>3) Overview of Sales &amp; Marketing</li><li>4) Introduction to Product profile</li><li>5) Operations overview</li><li>6) Financial Performance and budget &amp; control processes</li><li>7) Familiarization on Statutory compliances as a Board Member including their Roles, Rights and Responsibilities.</li></ol>
----------------------	--

**DISCLOSURE UNDER REGULATION 25 AND 46 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS OF WANBURY LIMITED (“THE COMPANY”) DURING FY 2020-21:**

The Company has an orientation process/familiarization programme for its independent directors with emphasis on:

- Roles, Rights and Responsibilities - Board dynamics & functions
- Strategy, Operations and functions of the Company

As a process when a new independent director is appointed, a familiarization programme is conducted by the senior management team and also whenever a new member is appointed to a Board Committee, information relevant to the functioning of the Committee and the role and responsibility of Committee members is informed.

The Independent Directors have attended such orientation process/familiarization programme. The Board and Committee meetings of the Company are held at least on a quarterly basis and members of the Board meet key functional/business heads separately to get themselves more familiarized with the business/operations and challenges faced by the industry on an ongoing basis.

Details of Familiarization Programmes imparted to Independent Directors Number of programmes attended by Independent Directors (during the year and on a cumulative basis till date)	<ul style="list-style-type: none"> <li>➤ One Programme during FY 2020-21:i) 12.02.2021</li> <li>➤ One Programme during FY 2019-20:i) 14.02.2020</li> <li>➤ One Programme during FY 2018-19:i) 14.02.2019</li> <li>➤ One Programme during FY 2017-18:i) 08.02.2018</li> <li>➤ One Programme during FY 2016-17:i) 14.02.2017</li> <li>➤ One Programmes during FY 2015-16:i) 22.03.2016</li> </ul>
Number of hours spent by Independent Directors in such programmes (during the year and on cumulative basis till date)	<ul style="list-style-type: none"> <li>➤ Approx. 2 Hour during FY 2020-21</li> <li>➤ Approx. 10 Hours on cumulative basis</li> </ul>

Purpose of Programme	<ol style="list-style-type: none"> <li>1) Industry Overview and Business Model of the company</li> <li>2) Business overview and an outline of Corporate Plan and Annual targets</li> <li>3) Overview of Sales &amp; Marketing</li> <li>4) Introduction to Product profile</li> <li>5) Operations overview</li> <li>6) Financial Performance and budget &amp; control processes</li> <li>7) Familiarization on Statutory compliances as a Board Member including their Roles, Rights and Responsibilities.</li> </ol>
----------------------	--

**DISCLOSURE UNDER REGULATION 25 AND 46 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS OF WANBURY LIMITED (“THE COMPANY”) DURING FY 2021-22:**

The Company has an orientation process/familiarization programme for its independent directors with emphasis on:

- Roles, Rights and Responsibilities - Board dynamics & functions
- Strategy, Operations and functions of the Company

As a process when a new independent director is appointed, a familiarization programme is conducted by the senior management team and also whenever a new member is appointed to a Board Committee, information relevant to the functioning of the Committee and the role and responsibility of Committee members is informed.

The Independent Directors have attended such orientation process/familiarization programme. The Board and Committee meetings of the Company are held at least on a quarterly basis and members of the Board meet key functional/business heads separately to get themselves more familiarized with the business/operations and challenges faced by the industry on an ongoing basis.

Details of Familiarization Programmes imparted to Independent Directors Number of programmes attended by Independent Directors (during the year and on a cumulative basis till date)	<ul style="list-style-type: none"> <li>➤ One Programme during FY 2021-22:i) 08.02.2022</li> <li>➤ One Programme during FY 2020-21:i) 12.02.2021</li> <li>➤ One Programme during FY 2019-20:i) 14.02.2020</li> <li>➤ One Programme during FY 2018-19:i) 14.02.2019</li> <li>➤ One Programme during FY 2017-18:i) 08.02.2018</li> <li>➤ One Programme during FY 2016-17:i) 14.02.2017</li> <li>➤ One Programmes during FY 2015-16:i) 22.03.2016</li> </ul>
Number of hours spent by Independent Directors in such programmes (during the year and on cumulative basis till date)	<ul style="list-style-type: none"> <li>➤ Approx. 1 Hour during FY 2021-22</li> <li>➤ Approx. 11 Hours on cumulative basis</li> </ul>

Purpose of Programme	<ol style="list-style-type: none"> <li>1) Industry Overview and Business Model of the company</li> <li>2) Business overview and an outline of Corporate Plan and Annual targets</li> <li>3) Overview of Sales &amp; Marketing</li> <li>4) Introduction to Product profile</li> <li>5) Operations overview</li> <li>6) Financial Performance and budget &amp; control processes</li> <li>7) Familiarization on Statutory compliances as a Board Member including their Roles, Rights and Responsibilities.</li> </ol>
----------------------	--