

## WAAREE ENERGIES LIMITED

### FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

#### **1. PREAMBLE:**

1.1. The Schedule IV of the Companies Act, 2013 read with Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) as amended stipulates that the Company shall familiarize the independent directors through various programmes about the Company, 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.

#### **2. OVERVIEW OF THE FAMILIARISATION PROCESS**

- i. An appointment letter is 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, remuneration and performance evaluation process, insurance cover, Code of Conduct and obligations on disclosures is issued for the acceptance of the Independent Directors.
- ii. The Company shall through its executive directors / senior managerial personnel conduct programs / presentations to familiarize the existing directors as well as new directors with the strategy, operations and functions of the Company;
- iii. 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;
- iv. The programs/presentations shall also familiarize the independent directors with their roles, rights and responsibilities;
- v. When a new Independent Director comes on the Board of the Company, a meeting is arranged with the Chairperson, Managing Director, Chief Financial Officer to discuss the functioning of the Board and the nature of the operation of the Company’s business activities.
- vi. New Independent Directors are provided with copy of latest Annual Report, the Code of Conduct, and further informed to go through the various policies various policies of the Company which are uploaded on the website of the Company.

vii. The Company provides the Directors with the tours of company's facilities from time to time as and when required.

viii. The Independent Directors are explained the compliances required from them under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant regulations. The Company provides regular updates on relevant provisions including changes in Company Law, Securities Law, Listing Agreement with Stock Exchanges and applicable laws to ensure that its Independent Directors are kept abreast on these regulations.

ix. The Company may conduct an introductory familiarization program/ presentation, when a new Independent Director is inducted on the Board of the Company.

### **3. OTHER INITIATIVES TO UPDATE THE DIRECTORS ON A CONTINUING BASIS**

- (i) The Directors get an opportunity to visit Company's plants, where plant heads appraise them of the operational and sustainability aspects of the plants to enable them to have full understanding on the activities of the Company and initiatives taken on safety, quality, CSR, Sustainability etc.
- (ii) timely basis presentations on operations made to the Board include information on business performance, operations, market share, financial parameters, working capital management, fund flows, senior management change, major litigation, compliances, subsidiary information, donations, regulatory scenario etc.
- (iii) Quarterly results / press release of the Company are sent to the Directors.

### **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 [www.waaree.com](http://www.waaree.com) and a web link thereto shall also be given in the Annual Report.

### **4. REVIEW OF THE PROGRAM**

5.1 The Board of Directors of the Company shall review this programme as and when required.

### **5. EFFECTIVE DATE**

5.1 This programme shall be effective from the date of Listing of the securities of the Company on Stock Exchange(s).

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