

## **FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS OF INTEGRATED CAPITAL SERVICE LIMITED**

### **1. Preamble**

In accordance with the requirements of provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV of the Companies Act, 2013, Integrated Capital Services Limited (the “**Company**”) has introduced a Programme to familiarize the Independent Directors with the Company, their roles, rights and responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. (the “**Programme**”).

### **2. Purpose**

The Programme aims to provide insights into the Company to enable the Independent Directors to understand its business in depth and contribute significantly to the Company.

### **3. Objective**

- a) To enable them to understand the Company and business environment it operates in.
- b) To enable them to understand their roles and responsibilities.
- c) To keep the Independent Directors updated on an ongoing basis about the significant changes which occur concerning the Company and business environment so that they are in a position to take well-informed decisions at appropriate time.

### **4. Familiarization Process**

- a) The Company provides an orientation to the independent Director at the time of their role, duties and responsibilities.
- b) The Company issues appointment letter to the Independent Directors which also incorporates their role, duties and responsibilities.
- c) The Company circulates through mail to the independent directors, significant developments in the Company from time to time as also the financial results, on a periodic basis.
- d) The Independent directors in meetings through Familiarisation Programme inter alia:-
  - i. Review the performance of non-Independent directors and the board of directors as a whole;
  - ii. Review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
  - iii. Assess the quality, quantity and timeliness of flow of information between the management of the Company and the Board of Directors to effectively and reasonably perform their duties.

### **5. Review of the Programme**

The Programme will be conducted on an “**as needed**” basis during the year and will be reviewed by the Board from time to time to make necessary revisions.

## **6. Disclosure of the Programme**

The Programme shall be uploaded on the Company's website for the public information and a web link for the same shall also be provided in the Annual Report of the Company.