



### **FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS**

In terms of Regulation 25(7) and 46 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company should conduct the Familiarization Program for Independent Directors about 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.

Also, in terms of Schedule IV of the Companies Act, 2013 the Independent Directors are required to undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company. The details of such familiarization programmes shall be disclosed on the Company's website and a web link thereto shall be given in the Annual Report.

SMS Pharmaceuticals Limited ("SMS Pharma") has designed a framework for training of Directors with an aim to familiarise them on the following:

- ❖ Company's vision & strategic direction
- ❖ Core values including ethics
- ❖ Industry overview and Business model of the Company and an outline of Strategic Business Plan and annual targets
- ❖ Major changes in the Industry
- ❖ Management & organizational Matrix
- ❖ The Directors' roles, rights and responsibilities in the Company
- ❖ Process of Board Meeting in the Company
- ❖ Updates on operations and financial performance of the company.
- ❖ Corporate governance practices; and
- ❖ Other key policies and practices

#### **Initial:**

All the Independent Directors of the Company are made aware of their role, responsibilities and liabilities at the time of their appointment/reappointment, through a formal letter of appointment, which also stipulates various terms and conditions of their engagement.

Whenever a new Director is inducted, she/he is introduced to the SMS Pharma Management Team, Executive Committee members and other relevant personnel. Detailed presentation is made covering the Company's Corporate Profile, its Mission, Vision and Values Statement, Organizational Structure, the Company's history and milestones, the Business Strategy, latest Annual Report, Code of Conduct applicable to Directors/employees of the Company & relevant policies of the Company to be adhered to.

**Ongoing:**

Atleast one Board Meeting in a year is held with detailed strategy session with the senior management team of SMS Pharma. The top Management of SMS Pharma and other professional makes presentations to the Independent Directors which inter alia covers the industry scenario, strategic significances and the business model of the Company. Various measures are taken to update the Directors, from time to time, of any significant changes in the ongoing events and development relating to the Company.

The Company provides suitable training & education to Independent Directors on matters which are relevant for the Board's effective performance. Such training/education is provided in a variety of forms including external/internal training & education programs, seminars held by CII, ASSOCHAM, FICCI, Various Professional Institutes etc. from time to time on varied issues, presentations on pharma industry, or briefing on particular topics, education materials etc.

The Company facilitates the Independent Directors to discuss with Business Heads or Members of Senior Management Team, whenever they desire to meet any of them.

Independent Directors also have interactions with the Statutory Auditors, the Internal Auditors and external advisors appointed from time to time to discuss matters pertaining to the Company's affairs and put forth their combined views to the Board of Directors of the Company.

The Company shall also give presentations to the Board to apprise them of key changes in regulations impacting the Company or the functioning, roles and responsibilities of the Board members including any changes in the Companies Act, 2013, Corporate Laws, SEBI regulations and such other relevant laws, rules and regulations.

**SUMMARY OF FAMILIARISATION PROGRAMME OF DIRECTORS:**

Total no. of hours spent on familiarization programme in the financial year 2022-23	Approx. 4 hours
Total no. of hours spent on familiarization programme in the financial year 2021-22	Approx. 5 hours
Total no. of hours spent on familiarization programme in the financial year 2020-21	Approx. 4 hours
Total no. of hours spent on familiarization programme in the financial year 2019-20	Approx. 4 hours
Cumulative hours spent on familiarization till date (from 1st April 2015)	Approx. 32 hours