



(Formerly known as NTL India Private Limited)



NTL INDIA LIMITED

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

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FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

1. SCOPE

The role of independent directors has been of paramount importance to the corporate world, its investors, stakeholders, and regulators as these directors are required to uphold ethical standards of integrity and exercise independent judgement to assist in implementing the best corporate governance practices, while fulfilling the strict criteria of being independent of the management and the Company. Hence, it becomes imperative on the part of the company to adequately familiarize its independent directors with the company, its operations, management, and the regulatory framework governing the organization.

As per Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended ("SEBI (LODR) Regulations"), every listed entity shall familiarize the independent directors with their roles, rights, responsibilities in the company, the nature of the industry in which the Company operates, business model of the company, etc., through various programmes.

As per Regulation 46(2) of the SEBI (LODR) Regulations, the listed entity shall disseminate the details of familiarization programmes imparted to independent directors under a separate section on its website.

As per 'Schedule IV' of the Companies Act, 2013 i.e., 'Code for Independent Directors', the independent directors shall undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company.

In view of the same, this "**Familiarization Programme for Independent Directors**" of NTL India Limited ("**the Company**") has been framed to provide insights into the Company and to enable the independent directors to understand the Company's business in depth that would facilitate their active participation in managing the Company as also the regulatory requirements in compliance with Regulation 25(7) of the SEBI (LODR) Regulations and 'Schedule IV' of the Companies Act, 2013.

2. OBJECTIVES

Through the Programme, the Company aims to achieve the following objectives:

- a. To familiarize the Independent Directors with the Company, its business model, nature of the industry in which the Company operates and the roles, rights, responsibilities of The Independent Directors in the Company.
- b. To inform the Independent Directors of all the laws, rules, regulations and guidelines applicable to the Company.
- c. To generate and obtain valuable and informed insights and decisions from the Independent Directors on the matters to be brought or discussed at the Board Meetings.

3. FAMILIARIZATION PROCESS

The Company shall, through its Executive Directors and/or Senior Managerial Personnel conduct programmes and presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company.

The programme shall essentially have two broad components – technical and behavioural. The technical component shall enable the participants to understand Company's business, strategies, industry dynamics and its growth plans and prepare them for an active role in Company. The behavioural component shall empower the participants to understand board procedures and help them to be effective in board activities.

The programme shall also aim to offer a conceptual framework based upon current expectations which require the Independent Directors to adhere to a code and a standard of ethics and integrity for fulfilment of their responsibilities in a professional and faithful manner, to promote confidence of the investor community, particularly minority shareholders, regulatory authorities and the stakeholders at large.

The programme shall be conducted in such manner as to facilitate and convenience the Independent Directors and enable them to attend the same in view of their busy schedules.

The Company may conduct an introductory familiarization programme / presentation, when a new Independent Director comes on the Board of the Company.

4. DISCLOSURE

This Policy shall be uploaded on the Company's website for public information and a web-link for the same shall also be provided in the Corporate Governance section in the Annual Report of the Company.

Details of familiarization programmes imparted to independent directors, including the following details, shall also be disclosed under a separate section website of the Company:

- a. Number of programmes attended by independent directors (during the year and on a cumulative basis till date);
- b. Number of hours spent by independent directors in such programmes (during the year and on cumulative basis till date); and
- c. Other relevant details.

5. REVIEW OF THE PROGRAMME

The Board may from time to time review the Familiarization Programme for Independent Directors and may revise the same as and when required, to adopt the best practices in the industry.

6. AMENDMENT OF THE PROGRAMME

In case there are any modification(s) / amendment(s) / notification(s) / circulars(s), guidance note(s), informal guidance(s) issued by SEBI / MCA or judgements made by the Tribunal or any Court which has the effect of amendment in the Regulation(s) / Section(s) / Rule(s) made thereunder, the Managing Director or Whole-time Director of the Company is authorized to make amendments in the Policy / Code to the extent applicable. The amended Policy / Code shall be placed before the Board / Committee for their consideration in their ensuing Meeting(s).

7. EFFECTIVE DATE

Provisions of the regulations under this policy shall be applicable to the Company from the date when the securities of the company are listed on Stock Exchanges.
