



S&S POWER SWITCHGEAR LIMITED

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

INTRODUCTION:

The role of independent directors has been of paramount importance to the corporate world, its investors, stakeholders, 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 independent directors with the Company, its operations, management, and regulatory framework governing the organization. This programme aims to provide the Independent Directors insights into the Company to enable them to understand the Company's business and operations so that they are able to play a meaningful role in the overall governance processes of the Company.

LEGAL APPLICABILITY:

SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015

The Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 (the "Listing Regulation") requires every listed company to familiarize its 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 any other relevant information.

Further, Regulation 46(2) of the Listing Regulation requires the listed entity shall disseminate the details of familiarization programmes imparted to independent directors under a separate section on its website.

CODE FOR INDEPENDENT DIRECTORS - SCHEDULE IV OF THE COMPANIES ACT, 2013

As per Section 149(8) of the Companies Act, 2013, every company and the independent directors shall abide by the provisions specified in Schedule IV of the Companies Act, 2013, namely the Code for Independent Directors.



The Part III of Schedule IV stipulates that the independent directors shall undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company. The said Schedule also lays down the roles, responsibilities and the duties to be performed by independent directors.

SCOPE:

In view of the same, this “Familiarization Program for Independent Directors” of S & S Power Switchgear 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.

OBJECTIVES:

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

- (a) Familiarize the independent directors with the Company, its business model; nature of the industry in which the Company operates; roles, rights, responsibilities of independent directors in the Company.
- (b) To inform them of all the laws, rules, regulations and guidelines applicable to the Company.
- (c) To inform them of all the laws, rules, regulations and guidelines applicable to the Company.
- (d) To generate and obtain valuable and informed decision from the directors on the matters to be brought or discussed at the board Meetings.

FAMILIARIZATION PROCESS

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

The program essentially has two broad components - technical and behavioral. The technical component shall enable the participants to understand Company business,



strategies, industry dynamics and its growth plans and prepare them for an active role in Company. The behavioral component shall empower the participants to understand board procedures and help them to be effective in board activities. The Program also aims to offer a conceptual framework based upon current expectations which require the Independent Directors to adhere to a code and standard of ethics and integrity for fulfillment 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 program 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 program / presentation, when a new Independent Director comes on the Board of the Company.

DISCLOSURES:

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.

REVIEW OF THE PROGRAMME:

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