

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

[Pursuant to Schedule IV of the Companies Act, 2013 and Clause 49(II)(B)(7) of the Listing Agreement]

The Board of Directors (hereinafter referred to as the “Board”) of Genus Power Infrastructures Limited (hereinafter referred to as the “Company” or “Genus”) has adopted the familiarization programme/system (hereinafter referred to as the “Programme”) as a guide to familiarise its independent directors. The Board believes that this programme/system is facilitated to make them enable to interact with senior management personnel and to examine the documents of various operations of the Company for a good understanding of the Company in depth and further to contribute significantly to the Company.

1. Preamble:

The Clause 49(II)(B)(7) of the Listing Agreement with the Stock Exchanges stipulates that the Company shall familiarize the independent directors with the Company, 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 and the details of such familiarisation programmes shall be disclosed on the website of the Company and a web link thereto shall be given in the Annual Report.

2. Purpose and Objective:

The familiarisation programme aims to achieve certain milestones by providing insights into the Company to Independent Directors to enable them to possess appropriate knowledge of various products, business and the on-going events of the Company.

Through this programme, Independent Directors of the Company are made aware of their roles, rights and responsibilities towards the Company and get updated on the Business & Operations of the Company, Company’s Board, Board Committee’s Framework, Board Policies and various Procedures.

3. Familiarisation Programmes/Systems:

(a) Initial

At the time of appointment of Independent Director, a formal letter of appointment is given to him, containing the terms of appointment, time commitment, roles, functions, duties and responsibilities, which are expected from him as a Director of the Company.

At the outset, the independent director is provided, an overview of;

- criteria of independence applicable to Independent Directors as per clause 49 of the Listing Agreement on corporate governance and the Companies Act, 2013;
- roles, functions, duties, responsibilities and liabilities of Independent Directors;
- directors responsibility statement, forming part of Boards’ report;
- vigil mechanism system;
- risk assessment and minimization procedures;
- board evaluation process and procedures;
- dealing with related party transactions under the Companies Act, 2013 and the Listing Agreement; and
- internal control systems.

He is also explained about the compliances and confirmations that are required from him under the Companies Act, 2013 and Clause 49 of the Listing Agreement.

In order to familiarise the newly appointed Independent Director with operations of the Company, he is also given detailed presentations having information about the business model, product offerings, markets, organizational set-up, functioning of various divisions/departments, financial performance, governance procedures, internal control processes and other relevant information pertaining to business of the Company. The Managing Director & CEO also has personal discussions with him.

(b) Continual

The Independent Directors shall be provided detailed presentations to understand and get updated on the business and operation of the Company on a continual basis.

Independent Directors have freedom to interact with the MD & CEO and other senior management personnel to understand and get updated on the business, operations, financials and compliances of the Company. They are also authorised to have independent interactions with the Statutory Auditors, the Internal Auditors and external advisors appointed, from time to time.

Apart from above, Independent Directors are provided the opportunity to visit Company's Plants/Factories, whenever they so request. During the visits, plant heads apprise 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, health and environment & sustainability etc.

4. Disclosure:

The details of such familiarization programme shall be disclosed on the Company's website and a web link thereto shall also be given in the Annual Report of the Company.
