



**Policy on Familiarization
Programme for the Independent
Directors of Transformers and
Rectifiers (India) Ltd**



1. Introduction:

Clause 49(II)(B) of the Listing Agreement entered into with the Stock Exchanges mandates the Company 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 Company etc through various programmes.

The details of such familiarization programmes shall be disclosed on the website of the Company and the web link thereto shall be given in the Annual Report.

This familiarization programme for the Independent Directors of Transformers and Rectifiers (India) Ltd ("the Company") has been adopted by the Board of Directors pursuant to Clause 49 of the Listing Agreement.

2. Objective:

The programme aims to provide insight into the Company to enable the Independent Directors to understand its business and operation in depth and contribute significantly to the growth of the Company.

3. Applicability:

The above programmes will be conducted for new and continuing Independent Directors of the Company.

4. Familiarization and Continuing Education Process:

- ❖ The Company through its Chairman / Managing Director / Executive Director/ Key Management Personnel conducts programmes/ presentations periodically to familiarize the Independent Directors to interact with the strategy, operation and functions of the Company.
- ❖ Such programmes /presentations provide an opportunity to the Independent Directors to interact with the Senior Management of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time.



- ❖ The programmes/presentations also familiarizes the Independent Directors with their roles, rights and responsibilities.
- ❖ When a new Independent Director comes on the Board of the Company, a meeting is arranged with the Chairperson, Managing Director, Chief Financial Officer to discuss the functioning of the Board and the nature of the operation of the Company's business activities.
- ❖ New Independent Directors are provided with copy of latest Annual Report, the Code of Conduct for the Directors and Senior Management Personnel of the Company and the Code of Conduct for Prevention of Insider Trading.
- ❖ The above programme will also include the familiarization on statutory compliances as a Board member including their roles, rights and responsibilities.
- ❖ The Company shall also circulate the news and articles related to the industry in which the Company operates on regular basis and may provide specific regulatory updates from time to time.
- ❖ The Company may conduct an introductory familiarization programme/presentation, when new Independent Director comes on the Board of the Company.

5. Other initiatives to update the Directors on Continuous basis:

- ❖ The Directors get an opportunity to visit Company's Plants, where the Company's plant heads appraise 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, Corporate Social Responsibility etc.
- ❖ At various Board Meetings during the year, Board is briefed on the Risk Management, Company Policies, Changes in regulatory environment applicable to Corporate Sector and to the industry in which it operates, Business performance, operations, Senior Management change, major litigations, compliances, subsidiary information and other relevant issues.

6. Disclosure:

The Policy will be uploaded on the Company's website for public information and a web link of the same shall also be uploaded in the Annual Report of the Company as required under the Listing Agreement.



7. Review of the Programme:

The Board of Directors will review this programme and make revisions as may be required from time to time.