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FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

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[Pursuant to Regulation 25 (7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

A. PREAMBLE:

Royal Chain Limited. (the “**Company**”) places strong emphasis on providing appropriate induction and familiarization to its Independent Directors, recognizing that they bring with them rich expertise, diverse backgrounds, and multi-faceted experience. The Company believes that such a program not only ensures compliance with Schedule IV read with Section 149(8) of the Companies Act, 2013 (the “**Act**”) and Regulation 25 read with Regulation 46(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), but also enhances the strategic direction and effectiveness of the Board.

Accordingly, the Board of Directors of the Company, in its meeting held on [REDACTED] has adopted this **Familiarization Programme for Independent Directors (“the Policy”)** pursuant to **Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV to the Companies Act, 2013.**

B. OBJECTIVE:

The Familiarization Programme aims to keep Independent Directors updated and refreshed with relevant skills, knowledge, and understanding of the Company, its business operations, and overall business model. It also seeks to make them well acquainted with their roles, duties, and responsibilities in effectively discharging their fiduciary obligations towards the Company, its shareholders, and other stakeholders.

Through this Policy, Independent Directors are provided with key insights into the Company’s operations and strategies, enabling them to gain an in-depth understanding of the business and contribute more effectively to the Board’s deliberations and the Company’s overall governance.

C. DEFINITIONS AND INTERPRETATION:

In this Policy, words and expressions shall have the meaning assigned to them below:

"Applicable Laws" shall mean all applicable laws, statutes, enactments, acts of central or state legislature, ordinances, rules, regulations, notifications, guidelines, directions, directives, policies, circulars, decisions and any other pronouncements issued in accordance with the Companies Act, the SEBI Act, SEBI Listing Regulations or any other law applicable to the jurisdiction of India by any central, state, local, or other governmental, administrative or regulatory authority exercising executive, legislative, judicial, regulatory or administrative functions;

"Board" shall mean the Board of Directors of the Company;

"Companies Act" shall mean the Companies Act, 2013, and rules and regulations made thereunder, as amended from time to time;

"Company" shall mean Royal Chain Limited;

"Director(s)" shall mean a member of the Board;

"Independent Director(s)" shall mean the independent directors on the Board, as appointed from time to time;

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"Policy" means this Policy for Familiarization Program For Independent Directors, as amended from time to time

"SEBI Act" shall mean the Securities and Exchange Board of India Act, 1992, as amended from time to time;

"SEBI Listing Regulations" shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

D. INTERPRETATION:

Unless defined expressly herein, all capitalised terms used in this Policy shall have the meanings assigned to them under the Companies Act, the SEBI Act, as amended from time to time, the SEBI Listing Regulations, the Securities Contracts (Regulation) Act, 1956, and the rules framed thereunder, as amended from time to time, the Depositories Act, 1996, as amended from time to time.

In the event of any conflict between this Policy and Applicable Laws, the Applicable Laws shall prevail. Any amendment/modification to the Applicable Laws shall automatically apply to this Policy, to the extent applicable.

E. INITIATIVES FOR INDUCTION ON JOINING THE BOARD OF THE COMPANY:

A new Independent Director will be welcomed to the Board of the Company by sharing the following documents of the Company for references, namely,

1. Formal letter of appointment as Director of the Company;
2. Criteria of Independence applicable to Independent Directors as per Regulation 16 of the Listing Regulations and Section 149 of the Act;
3. The Code of Conduct for Directors and Senior Management of the Company;
4. The Code of Conduct for Internal Procedures and Conduct for Prevention of Insider Trading of the Company;
5. Note on Directors' roles, functions, duties, responsibilities and liabilities under the Listing Regulations;
6. Policy Handbook of the Company comprising of policies on various business aspects and practices;
7. Organizational chart of the Company and the profile of all the Directors and the Senior Management Personnel of the Company;
8. List of contact details of the Directors, Senior Management Personnel and their personal / executive assistants;
9. The Board evaluation process and procedures;
10. The Memorandum and Articles of Association of the Company;
11. The annual reports of last three consecutive years of the Company;
12. The publicity material of the Company that explains the range of products, services and solutions offered by the Company to its clients; and
13. The meeting shall be arranged with the Managing Director and Chief Financial Officer to discuss the functioning of the Board and the nature of Company's business & operational activities.

F. DETAILS OF FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS:

The Company has established an orientation process/familiarization program for a new Independent Directors that includes,

1. briefing on their role, responsibilities, duties, and obligations as a member of the Board.
2. nature of the industry in which the Company operates.
3. nature of business and business model of the Company, Company's strategic and

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- operating plans.
- 4. matters relating to corporate governance, code of business conduct, risk management, compliance programs, internal audit, etc.
- 5. roles, rights, and responsibilities of the Independent Directors

As a process when a new Independent Director is appointed, a familiarization program as described above is conducted by the senior management team and also whenever a new member is appointed to a committee of the Board, information relevant to the functioning of the relevant committee and the role and responsibility of the committee members is informed. Each of the Independent Directors are required to attend such orientation process or familiarization program when they are inducted into the Board and these programs are generally spread over two days.

Further, Directors shall be provided with necessary documents, reports and internal policies to enable them to be familiar with the Company's procedures and practices. Independent Directors shall have the freedom to interact with the Company's management as deemed necessary. Independent Directors may also have independent discussions with relevant stakeholders to discuss the Company's business matters and put forth their combined views to the Board.

The Company may also conduct training programmes for its Independent Directors by experts outlining the roles, rights, duties and responsibilities of Independent Directors from the perspective of various Applicable Laws from time to time.

G. INITIATIVES FOR FAMILIARIZING INDEPENDENT DIRECTORS ON CONTINUAL BASIS:

1. Initiatives on continual basis refreshes the Independent Directors with their roles, rights and responsibilities.
2. Periodical conduct of programs / presentations by the Company through the Board to familiarize the Independent Directors with the strategy, operations and functions of the Company, aims to open prospect for Independent Directors to:
 - a) interact with the Senior Management of the Company;
 - b) cognize with the Company's strategy, business model, operations, service and product offerings;
 - c) be updated on markets, organization structure, finance;
 - d) be apprised on human resources, technology, quality, facilities, risk management and such other areas as may arise from time to time.
3. The Directors shall get an opportunity to visit Company's office, to enable them to have clear understanding on the activities of the Company and initiatives taken on safety, quality, sustainability etc.
4. During various meeting of the Board during the year, presentations shall be made on concerns (if any) to be addressed about HSE (Health Safety and Environment) and sustainability, risk management, CSR (Corporate Social Responsibility) activities, company policies, changes in the regulatory environment applicable to the corporate sector and to the industry in which the Company operates, business excellence with areas of improvement and other relevant issue.
5. Quarterly presentations on business performance, operations, market share, financial parameters, working capital management, fund flows, senior management change, major litigation, compliances, subsidiary information, donations, regulatory scenario etc.
6. Sharing quarterly results and press release of the Company to the Directors.

H. DISCLOSURES:

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1. Under Regulation 46(2)(i) of the Listing Regulations, the Company shall periodically upload on its website and shall provide in the annual report the following information regarding the familiarization programs conducted for independent directors, and a web link thereto shall also be given in the annual report of the Company:
 - a) number of programs attended by Independent Directors (during the year and on a cumulative basis till the date of disclosure);
 - b) number of hours spent by Independent Directors in familiarization programs (during the year and on cumulative basis till date); and
 - c) other relevant details regarding the familiarization programs.
2. Familiarization program will be conducted on an "as needed" basis throughout the year.

I. AMENDMENTS AND REVIEW:

The Company may review this programme and make suitable revisions, as may be deemed necessary, from time to time.

Subject to Applicable Laws, the Board may amend, suspend or rescind this Policy at any time. Any issues pertaining to the Policy shall be resolved by the Board in line with the broad intent of the Policy. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy.

In the event of any conflict between the provisions of this Policy and any Applicable Laws, such Applicable Laws in force, shall prevail over this Policy.

J. EFFECTIVE DATE:

This Policy shall come into effective from the date of adoption by the Board.

Effective Date:

Date of the approval by the Board:

Version: 01

Sd/-

Chairman's Signature
