

GTPL HATHWAY LIMITED

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

Preamble

In accordance with the requirements of Regulation 25(7) of the Listing Agreement and Schedule IV of the Companies Act, 2013, the Company shall familiarize the Independent Directors (hereinafter referred as “**Directors**”) through Familiarization Programme (hereinafter referred as “**Programme**”) and provide an insight into the Company to enable the directors to understand the business in depth and contribute significantly to the Company.

Purpose & Objective

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

1. To apprise the directors about the operating system of the Company for its business operations;
2. To inform them of all the laws, rules, regulations and guidelines applicable to the Company;
3. To make them aware of the rules, responsibilities, liabilities pursuant to the Companies Act, 2013;
4. To generate and obtain valuable and informed decision from the directors on the matters to be brought or discussed at the Board Meetings;
5. To update the Directors on a continuing basis on any significant change so as to ensure that the Directors are in a position to take well-informed and timely decisions.

Contents of the Programme

The programme shall be divided into various modules as enumerated below:

- A detailed appointment letter (for new Directors) incorporating the role, rights, duties, responsibilities and liabilities of the Directors, together with updates on a continuing basis on the role, rights, duties, responsibilities and liabilities of the Directors;
- Business Model of the Company thereby including the nature of industry in which the Company falls, its product and services, geographical area of operation of the Company;
- Board dynamics and functions;
- Management Techniques.

Various policies of the Company including the Vigil Mechanism Policy, Succession Plan and the Code of Conduct applicable to Directors and Senior Management.

Conduct of the Programme

As and when the programme is conducted, the same shall be disclosed on the website of the Company and a web link thereto shall also be given to the latest Annual Report of the Company and press releases of the Company. Meetings shall be arranged with Company executives to better understand the business and operations of the Company.

Presentations at Board meetings shall include updates on regulatory, business, industry, risk management, Company policies and other issues.