OLECTRA GREENTECH LIMITED

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

Regulation 25(7) and 46 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, requires companies to conduct Familiarization Program for Independent Directors about covering aspects like; Independent Directors roles, rights, responsibilities in the Company, nature of the Industry in which the Company operates, business model of the Company etc. through various programmes.

In furtherance, the Schedule IV of the Companies Act, 2013 requires and mandates the Independent Directors to attend the appropriate induction programmes and regularly update and refresh their skills, knowledge and familiarity about the Company. The Board of Directors are further encouraged to attended training sessions conducted from time to time by the Company on various subject matters in order to ensure that the Board Members are kept up to date with the relevant business updates, regulatory requirements and such other aspects which are directly or indirectly associated with the businesses that the Company undertakes.

Objectives:

With the help of frequent familiarization programmes, the Company intends to achieve the following objectives:

- To appraise the directors about the business model, Corporate strategy, nature of Industry, business plans and operations of the Company.
- To familiarize them with the Company's financial performance, annual budgets, internal control processes and statutory compliances.
- To appraise them about their roles and responsibilities in the Company.
- To familiarize them with Company's vision, core values, ethics and Corporate Governance practices.
- To update the directors on a continuing basis on any significant changes about the company, its business, regulatory requirements or any other subject matter with directly or indirectly impacts the Company in order to keep the well-informed and help in timely decision making.

Regulation 46(2)(i) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, requires a Company to disseminate following information on its website i.e. the details of familiarization programmes imparted to Independent Directors, including the full details: -

a) Nature of the Industry in which the Listed Entity operates
b) Business Model of the Listed Entity
c) Roles, rights, responsibilities of Independent Directors and
d) Any other relevant details

Regulation 46(2)(i) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 requires a Company to disseminate following information on its website, i.e details of familiarization programmes imparted to Independent Directors, including the full details: -

i) Number of programmes attended by Independent Directors (during the year and on a cumulative basis till date),
ii) Number of hours spent by Independent Director in such programmes (during the year and on a cumulative basis till date),
iii) Other relevant details.

The Company has held various programmes for the Independent Directors throughout the year on an ongoing and continual basis in the nature of familiarization in the areas referred under Regulation 25 of SEBI (LODR) Regulations, 2015.

Familiarization Programme:

The Independent and Non-Executive Directors in the Board and committee meetings have been provided with the following:

- Updates on the Company's business model, industry landscape, operations, and financial performance.
- Presentations and updates on the Company's annual budgets, internal and statutory audits, Corporate Social Responsibility (CSR) initiatives, business strategies and performance, as well as significant developments.
- Review and update with the Company's key policies and frameworks relating to Corporate Social Responsibility (CSR), Risk Management, Nomination and Remuneration and Performance Evaluation, Vigil Mechanism/Whistle-Blower Mechanism, Related Party Transactions, and the Code of Conduct under the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Directors were also apprised of the key provisions, governance requirements, roles and responsibilities, and compliance obligations arising under these policies and applicable regulatory requirements.
- Updates on significant amendments in corporate and other laws and its impact on the Company.
- Familiarisation with the Code of Conduct applicable to Independent Directors and an overview of the roles, duties and responsibilities of Directors under the Companies Act, 2013.
- Updates on the Company's Environmental, Social and Governance (ESG)framework and its ESG reporting initiatives, covering key aspects such as alignment with the evolving ESG ecosystem of frameworks, ratings and disclosure requirements; stakeholder-driven materiality assessment to identify and prioritise significant ESG issues and areas of stakeholder concern; and the development and implementation of the Company's ESG reporting framework in line with applicable standards and best practices.
- Status of borrowing & liquidity position - Financial planning, accounting and reporting.

Familiarization Process:

The members of the Board of Directors have a complete access to information within the Company. The Company from time to time updates the Board members about their roles and responsibilities in the following manner:

Induction/Joining:

- At the time of joining, an appointment letter is issued to the Independent Directors, which broadly outlines their statutory duties, roles, responsibilities as an Independent Director. The Independent Directors are also informed of the important policies of the Company including the Directors and officer's liability and Company insurance policy, code of conduct for Directors and senior management personnel, code of conduct for prevention of insider trading and obligations on disclosures.
- At the time of inducting a newly appointed Director, including Independent Director, a presentation is made by the senior executives of the Company including the Managing Director, CFO & Secretary to familiarize the Director with the business model, operational aspects, management structure and other information about the Company. The new inductee is also appraised on the ongoing discussions at the Board meetings to enable him/ her to effectively participate at the Board meetings.
- Separate interactive sessions with senior management, business & functional heads are also arranged for familiarization on the Company's financials, operations, functions, risk & internal audit accordingly, relevant business presentations are made for providing better understanding.
- Visits to plants and business locations are also organized periodically to provide an insight of the Company's operations

Ongoing:

- The Company ensures that its Directors are regularly apprised of its business operations, financial and operational performance, and significant developments that may have an impact on the Company, its performance and human resources. Such updates are provided through periodic presentations and discussions at meetings of the Board of Directors. The presentations cover, inter alia, industry trends and business environment, Company performance, product developments, risk management framework, investments and fund flows, operations and performance of subsidiaries, human resource policies and initiatives, and other matters relevant to the Directors in discharging their duties and responsibilities.
- Departmental Heads and senior executives of the Company are invited to Board and Committee Meetings, as and when required, to facilitate meaningful interaction with the Directors and provide them with a comprehensive understanding of the Company's business, operations and key developments. The presentations made by senior executives cover various areas, including the regulatory and business environment, business plans and performance, risk management framework, internal audit and controls, cybersecurity, Health, Safety and Environment (HSE), statutory and regulatory compliance, tax and treasury matters, key accounting matters, Corporate Social Responsibility (CSR), human resources initiatives, digitalisation and technology initiatives, and key Company policies.

- The Directors are also regularly apprised of the performance and operations of the Company and its subsidiaries, along with significant developments, emerging risks, strategic matters and other relevant business updates through periodic reports, presentations and management briefings.
- The Board of Directors is periodically apprised of significant regulatory changes, amendments and other relevant developments affecting the Company's business and governance. The Independent Directors are provided with comprehensive briefings on the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including amendments thereto from time to time. The Company also encourages Independent Directors to participate in relevant seminars, workshops, training sessions and professional development programmes organised by reputed professional bodies and institutions, enabling them to remain abreast of emerging regulatory requirements, legislative changes, governance practices and other developments relevant to the effective discharge of their duties and responsibilities.
- The Board maintains an open and effective channel of communication with the executive management, facilitating the free exchange of information, queries and clarifications. This enables the Directors to gain a comprehensive understanding of the Company's business, operations, performance and key matters requiring their consideration.

Familiarization Programme for Financial Year 2025-2026

During Financial Year 2025-2026, the Independent Directors of the Company were given an update on various business operations, CSR, and sustainability initiatives of the Company at the following Board Meetings:

a) 26th May, 2025
b) 04th July, 2025
c) 25th August, 2025
d) 24th September, 2025
e) 02nd February, 2026

The following discussions were held in the nature of familiarization to the Independent Directors and the Board of Directors of the Company:

Sr. No.	Subject of discussion	No. of hours spent by Independent Director and the Board in the FY 2025-2026
1.	Amendments to the Companies Act, 2013.	1
2.	Amendments to the provisions relating to Related Party Transactions under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and material modifications of Related Party Transactions.	1

3.	"Guidelines issued by SEBI to simplify the norms for processing investors' service requests related to: (a) Issue of duplicate securities certificates, (b) Replacement, renewal, or exchange of securities certificates, (c) Consolidation of securities certificates, (d) Sub-division or splitting of securities certificates, (e) Consolidation of folios, (f) Endorsements, (g) Change in the name of the holder, (h) Electronic processing/clearance of investors' dividends, and (i) Updating investors' KYC including Special Window for dematerialization of physical securities & 100 Days Campaign i.e. "Saksham Niveshak"	1
4.	Circular on Industry Standards w.r.t. "Minimum information to be provided for Review of the Audit Committee and Shareholders for Approval of Related Party Transaction (RPT)"	1
5.	Updates on the National Financial Reporting Authority (NFRA) circular for Company's financial reporting and audit processes.	1
6.	Regulatory changes and their impact to focus on strengthening corporate governance, transparency, disclosures and compliance for the Company.	1

In addition to the above, Independent Directors are also familiarized on legal updates on changes in law from time to time at various Board Meetings of the Company.

Summary cumulative of familiarization programs imparted to Independent Directors:

Financial Year	**Total number of hours spent by Independent Directors (hours)**
2015-16*	3
2016-17	3
2017-18	3
2018-19	3
2019-20	7
2020-21	7
2021-22	5
2022-23	5
2023-24	6
2024-25	5
2025-26	6
Total	**53**

* With effect from December 1, 2015

Duties of Independent Directors:

The Independent Director shall-

1. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
2. seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
3. strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
4. participate constructively and actively in the committees of the Board in which they are chairpersons or members;
5. strive to attend the general meetings of the company;
6. where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
7. keep themselves well informed about the company and the external environment in which it operates;
8. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
9. pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
10. ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
11. report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
12. acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
13. not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.
14. To act in compliance with the SEBI (PIT) Regulations 2015

Disclosure of Familiarization Programme:

Familiarization Programme of the Company shall be disclosed on the Company's website and a web link for the same shall be given in the Annual Report of the Company

Review and Revision:

The familiarization process will be revised from time to time in order to provide more information to Independent and Non-Executive Directors to enable them to contribute significantly to the growth of the company.