

## **POLICY FOR FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

### **I. BACKGROUND**

Regulations 25(7) and 46(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, stipulates that the Company shall familiarise the independent directors with the nature of the industry in which Fractal Analytics Limited (“the Company”) operates, business model of the Company, their roles, rights, responsibilities in the Company, etc., through various programmes and the details of such familiarisation programmes shall be disseminated on the website of the Company.

As per Regulation 46(2)(i) of the SEBI Listing Regulations, the Company shall also disclose under a separate section on the website of the company, details of familiarisation programmes imparted to its independent directors including the following details:

- (a) number of programmes attended by independent directors (during the year and on a cumulative basis till date);
- (b) number of hours spent by independent directors in such programmes (during the year and on cumulative basis till date); and
- (c) other relevant details.

The corporate governance report forming part of the annual report shall contain the web link where details of the familiarisation programmes imparted to independent directors is disclosed.

Accordingly, the Company has adopted the policy for familiarisation programme for independent directors (the “**Policy**”) vide its Board meeting held on [●] The Policy shall come into force with effect from the date Regulation 25(7) of the SEBI Listing Regulations takes effect with respect to the Company.

### **II. OBJECTIVE OF THE POLICY**

The Policy helps the independent directors not only to have greater insight into the Company’s business but also contribute effectively in decision making at Board meetings.

### **III. OVERVIEW OF FAMILIARISATION PROGRAMMES**

The Policy comprises the following programmes:

- (a) To facilitate independent directors in the performance of their duties and responsibilities, new directors are provided with an orientation by senior leaders of the Company and materials regarding the Company’s business and operations, governing documents, information on key personnel, and financial information.
- (b) The training sessions/ presentations/ programmes provide an opportunity to the independent directors to interact with the senior management of the Company and help them understand the Company’s business strategies, business models, organisation structure, board evaluation process and procedures, group structure, operations, services and products, human resources, finance, technology facilities, and governance policies.
- (c) For the external training programmes, the chairman of the board of directors of the Company, depending on the business needs, may also nominate independent directors.
- (d) Apart from the independent directors, non-executive directors are also eligible to attend the familiarisation programmes.
- (e) The independent directors are made aware of their responsibilities and liabilities at the time of their appointment through a formal letter of appointment, which also stipulates their roles, rights and responsibilities and various terms and conditions of their appointment.

(f) Regular updates on relevant statutory and regulatory changes are regularly circulated to the directors of the Company.

(g) Familiarization programme will be conducted on “as needed” basis during the year.

#### **IV. DISCLOSURE**

The Board’s composition (including gender, ethnicity, age etc.) will be disclosed in the annual report. The details of the Policy and the programmes conducted thereunder for the independent directors shall be disseminated on the website of the Company at [www.fractal.aifor](http://www.fractal.aifor) for public information and a web link for the same shall also be provided in the annual report of the Company.

#### **V. CONFLICT IN POLICY**

In the event of any conflict between the Companies Act, 2013 or the SEBI regulations or any other statutory enactments (“**Regulations**”) and the provisions of this Policy, the Regulations shall prevail over this Policy.

#### **VI. AMENDMENTS**

In case of any subsequent changes in the provisions of the SEBI Listing Regulations or any other regulations which make any of these clauses/ provisions in this Policy inconsistent with the SEBI Listing Regulations, the provisions of such regulations shall prevail.

#### **VII. REVIEW OF POLICY**

The Board has the power to review this Policy from time to time as required by the Board.