



SMARTEN POWER SYSTEMS LIMITED

FAMILIARIZATION PROGRAMME POLICY

Pursuant to the Regulation 25(7) & 46(2) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

(Adopted by Board of Directors in its meeting held on 12/12/2024. Effective from 12/12/2024.)

SMARTEN POWER SYSTEMS LIMITED

CIN: U31401HR2014PLC052897

Registered Office:

374, 1st Floor Pace City-2, Sector-37,
Gurgaon, Haryana, India, 122001



FAMILIARIZATION PROGRAMME POLICY

In pursuance to the Regulation 25(7) & 46(2) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (hereinafter referred to as “**Listing Regulations**”), Smarten Power Systems Limited (the “**Company**”) shall familiarize its Independent Director(s) through various programmes about the Company, including the following:

- a) Nature of the industry in which the Company operates;
- b) Business model of the Company;
- c) Their roles, rights, responsibilities in the Company; and
- d) Any other relevant information.

Also, in terms of Schedule IV of the Companies Act, 2013, read with the rules made thereunder, as amended from time to time (“**Act**”), the Independent Directors shall undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company.

The role of Independent Directors is of paramount importance to the Company, its stakeholders and the regulators as Independent Directors are required to uphold ethical standards, exercise independent judgement and assist in implementing best corporate governance practices (while fulfilling the strict criteria of being independent of the management and the Company). Therefore, it is important that the Independent Directors are well versed with the business and all the related activities including but not limited to the nature of the industry, products, markets, operations, subsidiaries (if any) and its businesses, policies, regulatory aspects affecting the Company, etc.

Independent Directors also bring a diverse set of skills and experience to the Board and in order to enable the Independent Director to fulfil their responsibilities efficiently and effectively, a familiarization programme (“**Programme**”) has been put in place by **Smarten Power Systems Limited** (“**the Company**”).

PURPOSE

The Familiarization Programme formulated with the purpose of making the Independent Director(s) of the Company accustomed to their roles and responsibilities as divided into various modules which emphasis on:

- Roles, Rights and Responsibilities - Board dynamics & functions.
- Strategy, Operations, functions and Compliances of the Company.

Independent directors play a pivotal role in upholding corporate governance norms and ensuring fairness in decision making. Being experts in various fields, they also bring independent judgment on matters of strategy, risk management, controls and business performance.

FAMILIARIZATION PROGRAMME

ORIENTATION PROGRAMME UPON INDUCTION OF NEW DIRECTORS:

At the time of appointing a new Independent Director, a formal letter of appointment is given to the Director, *inter alia*, explaining the role, duties and responsibilities of the Director. The Director is also



explained in detail the compliances required from him/her under the Act, SEBI Regulations and other relevant regulations.

To familiarize the new directors to the company, an induction kit is usually shared with them. The kit shall include at the minimum:

Brief introduction of the Company, Profile and Composition of Board of Directors of the Company;

- Profile of Senior Management Personnel of the Company;
- Report on Roles and Responsibilities of the Board;
- Details of various Committees of the Board;
- Code of Conduct for Directors and Senior Management Personnel for maintaining highest degree of Corporate Governance and disclose personal and/or financial interest in any business dealings concerning the Company;
- Code for Independent Directors;
- Code of Conduct for prevention of Insider Trading in Securities of the Company;
- Debt Investor and Corporate Presentations;
- Memorandum and Articles of association.
- Annual Reports of last three years;
- Corporate governance regulatory framework and the Company's corporate governance philosophy;
- Detailed Appointment letter incorporating the role, function, duties, remuneration and evaluation;
- D&O Insurance provided by the Company;
- Set of various policies adopted by the Board.

The above initiatives shall help the Director to understand the Company, its business and the regulatory framework in which the Company operates and equips him/her to effectively fulfil his/her role as a Director of the Company.

OTHER INITIATIVES TO UPDATE THE DIRECTORS ON A CONTINUING BASIS:

The Company through its Executive Directors or Key Managerial Personnel or Senior Managerial Personnel conduct programmes / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company.

The programmes / presentations provide an opportunity to the Independent Directors to interact with the senior leadership team 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 familiarize the Independent Directors with their roles, rights and responsibilities.

The Independent Directors who are members of various Board Committees will be presented with the necessary information, to enable them to review and grant approvals as per the charters/terms of reference of the relevant Committees. Presentations will be made at Committee meetings which inter-alia cover specific industry overview, customer service, new digital initiatives, risk profile, internal control system, compliance measures, investment portfolio, CSR activities etc. as relevant to the Committee.



Ongoing familiarization aims to provide insights into the Company and the business environment to enable all the Independent Directors to be updated of newer challenges, risks and opportunities relevant in the Company's context and to provide perspective to the strategic direction of the Company.

At least one Board Meeting in a year shall be conducted having a detailed Strategy session with the Independent Directors and senior management team of the Company, in which the Company also highlights the changes in the key regulations impacting the Company or the functioning, roles and responsibilities of the Board members.

The Company may also engage external professional agencies/ firms to conduct the familiarization sessions for the Independent Directors or sponsor them for any such programs organized by the Regulatory bodies, subject to the confidentiality policies of the Company.

DISCLOSURES

As per Regulation 62(1A) (i) of the Listing Regulations, the Company shall disclose under a separate section on the website, details of familiarization programmes imparted to its independent directors including the following details:

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

The familiarization Programme for Independent Directors is disclosed on the Company's website at <https://www.smartenpowersystems.com/> and a web link, where details of such programmes imparted to independent directors are disclosed, shall also be provided in the section on Corporate Governance in the Annual Report of the Company.

POLICY SEVERABLE

This policy read with the Act and SEBI Listing Regulations constitutes the entire document in relation to its subject matter. In the event that any term, condition or provision of this policy being held to be a violation of any applicable law, statute or regulation, the same shall be severable from the rest of this policy and shall be of no force and effect, and this policy shall remain in full force and effect as if such term, condition or provision had not originally been contained in this Policy.

AMENDMENT

Any change in the policy shall be approved by the Board of Directors of the Company. Any amendment in the regulatory guidelines shall prevail and necessary amendment shall be carried out at a subsequent date in the policy. The Board of Directors of the Company shall have the right to withdraw and / or amend any part of this policy or the entire policy, at any time, as it deems fit, or from time to time, subject to applicable law in force.