

# **Familiarization Programme Imparted to Independent Directors**

## **Preamble**

In terms of Regulation 46(2)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is required to disseminate the following information on its website:-

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

Tribhovandas Bhimji Zaveri Limited ('the Company' or 'TBZ') has an on-going familiarization programme for all its Independent Directors which include following:

## **Initial Familiarization Programme:**

All Independent Directors are aware and further updated about their roles, rights, responsibilities in the Company. The Independent Directors are provided with an overview of the requisite criteria of independence, roles, rights, duties and responsibilities of directors, terms of appointment, the code of conduct and insider trading regulations, disclosures and business interests, nature of the industry and business model of the Company and policies of the Company and other important regulatory aspect as relevant for directors.

A Directors' kit containing Company's Corporate Profile, Memorandum and Articles of Association, latest Annual Report, code of conduct applicable to Directors and employees of the Company and Company's Code for Prevention of Insider Trading is handed over to the new Director. In case the Independent Director is also inducted on Audit Committee, he is also handed the Terms of reference of Audit Committee and Whistle Blower Policy.

The appointment letter issued to Independent Directors inter alia sets out the expectation of the Board from the appointed Director, their fiduciary duties and responsibilities that come with the appointment as a Director of the Company, along with the details of remuneration and performance review process.

### **Ongoing Familiarization Programmes:**

The Board meetings of the Company are mostly held at the Corporate Office of the Company wherein various business decisions are discussed and decided. The Independent Directors are appraised at Board Meetings on the Company operations, market shares, governance, internal control processes and other relevant matters. They are also updated on important changes in the regulatory framework and business environment having an impact on the Company.

On an on-going basis, the Company, through its Chairman & Managing Director &/ or Whole-time Director as well as other Senior Managerial Personnel, as required, conducts presentations/programs to familiarize the Independent Directors with the strategy, operations and functions of the Company inclusive of important developments in various business divisions, and new initiatives undertaken by the Company. Further, Independent Directors meet for a Separate Meeting of Independent Directors without the presence of Company's Management Personnel to discuss matters pertaining to the Company's affairs and put forth their combined views to the Chairman.

Details of the above Familiarization Programme imparted to Independent Directors for the Financial Year ended as on 31<sup>st</sup> March, 2023:

Name of Independent Director	Number of Meetings/ Sessions Attended		Number of Hours Spent		Other Details
	During 2022-23	Cumulative	During 2022-23	Cumulative	
Mr. Kamlesh Vikamsey	4	34	7	89	-
Mr. Ajay Mehta	3	33	6	89	-
Mr. Sanjay Asher	2	30	4	81	-
Mrs. Sudha Navandar	3	7	5	11	-

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