FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

A. Preamble

Prostarm Info Systems Limited (the "**Company**") emphasis on, appropriate induction for Independent Directors because they come with rich experience and background and multi-faceted experience. The Company believes that it is not only abided by Schedule IV read with section 149(8) of the Companies Act, 2013 (the "**Act**") and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Agreement**") but also enriches direction to be taken by directors.

The Board on September 20, 2024 has re-adopted the Policy Familiarization Program for Independent Directors ("**Policy**").

B. Objective

Familiarization program aides Independent Directors to be updated & refreshed on skills & knowledge, familiarity with the Company, its business and its model, familiarized with their duty, role and responsibility in discharging their fiduciary duties towards the company vis-à-vis to the shareholder and other stakeholders.

The Policy provides the basic insights into the Company to enable the Independent Directors to understand the Company's business in depth that would facilitate their active participation in managing the affairs of the Company.

C. Definitions and Interpretation

In this Policy, words and expressions shall have the meaning assigned to them below:

"***Board***"	shall mean the Board of Directors of the Company;
"***Directors***"	shall mean all the members of the Board of Directors of the Company, including the Independent Directors;
"***Company***"	shall mean **Prostarm Info Systems Limited**;
"***Independent Directors***"	shall mean the Director other than a managing director or a whole-time director or a nominee director as more specifically set out under Section 149(6) of the Act, and shall also have the meaning ascribed to the term "Independent Director" under Regulation 16(1)(b) of the Listing Regulations.

D. Initiatives for induction on joining the Board of the Company

A new Independent Director will be welcomed to the Board of the Company by sharing the following documents of the Company for references, namely,

1. formal letter of appointment as Director of the Company;

2. criteria of Independence applicable to Independent Directors as per Regulation 16 of the Listing Regulations and Section 149 of the Act;

3. the Code of Conduct for Directors and Senior Management of the Company;

4. the Code of Conduct for Internal Procedures and Conduct for Prevention of Insider Trading of the Company;

5. organizational chart of the Company and the profile of all the Directors and the Senior Managerial Personnel of the Company;

6. the Memorandum and Articles of Association of the Company;

7. the annual reports of last three consecutive years of the Company;

8. the meeting shall be arranged with the Managing Director and Chief Financial Officer to discuss the functioning of the Board and the nature of Company's business & operational activities.

E. <u>Details of familiarization program for Independent Directors:</u>

The Company has established an orientation process/familiarization program for a new Independent Directors that includes,

1. briefing on their role, responsibilities, duties, and obligations as a member of the Board.

2. nature of the industry in which the Company operates.

3. nature of business and business model of the Company, Company's strategic and operating plans.

4. matters relating to corporate governance, code of business conduct, risk management, compliance programs, internal audit, etc.

5. roles, rights, and responsibilities of the Independent Directors.

As a process when a new Independent Director is appointed, a familiarization program as described above is conducted by the Company.

F. <u>Initiatives for familiarizing Independent Directors on continual basis</u>

1. Initiatives on continual basis refreshes the Independent Directors with their roles, rights and responsibilities.

2. Periodical conduct of programs / presentations by the Company through the Board to familiarize the Independent Directors with the strategy, operations and functions of the Company, aims to open prospect for Independent Directors to:
   a) interact with the Senior Management of the Company;
   b) cognize with the Company's strategy, business model, operations, service and product offerings;
   c) be updated on markets, organization structure, finance;
   d) be apprised on human resources, technology, quality, facilities, risk management and such other areas as may arise from time to time.

3. The Directors shall get an opportunity to visit Company's office, to enable them to have clear understanding on the activities of the Company and initiatives taken on safety, quality, sustainability etc.

4. Sharing quarterly results and press release of the Company to the Directors.

G. Disclosures

1. Under Regulation 46(2)(i) of the Listing Regulations, the Company shall periodically upload on its website and shall provide in the annual report the following information regarding the familiarization programs conducted for independent directors:
   a) number of programs attended by Independent Directors (during the year and on a cumulative basis till the date of disclosure);
   b) number of hours spent by Independent Directors in familiarization programs (during the year and on cumulative basis till date); and
   c) other relevant details regarding the familiarization programs.

2. Familiarization program will be conducted on an "as needed" basis throughout the year.

H. Amendments and review

This document will be reviewed and amended by the Board as and when deemed appropriate.

I. Effective date

This Policy shall come into effective from the date of adoption by the Board.

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