



## **Familiarization Programme for Independent Directors**

### **1. PURPOSE**

Pursuant to Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company is required to familiarize the Independent Directors ('IDs') with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc., through various programs.

This Familiarization Program for Independent Directors is adopted by the Board of Directors of IndiaMART InterMESH Limited ('the Company') on June 6, 2018 and shall be applicable with effect from the date of listing of Company's equity shares on Stock exchanges.

### **2. FAMILIARIZATION PROGRAMME**

In line with the above, the Company follows a structured familiarization Programme wherein the IDs of the Company are made familiar with the activities and happenings of the Company in the following ways:

- a. The rights, duties, roles, responsibilities etc., of IDs forms part of their engagement terms;
- b. Change in regulatory aspects etc., to the extent applicable to the business operations of the Company are informed periodically;
- c. CEO/Managing Director/ Senior Management Personnel (Direct Reports of CXOs) provides necessary presentations periodically on the industry and/or operations of the Company.
- d. Residential programmes as conducted by the company to help IDs improve vital skills and achieve a shift in their awareness and performance.
- e. Business strategies, economic factors affecting the industry in which the Company operates, innovative technologies available in the internet etc., are furnished to them periodically;
- f. Directors are provided with relevant documents, reports and internal policies to enable them to familiarize with the Company's procedures and practices;

### **3. DISCLOSURE OF THE PROGRAMME**

The details of familiarization programmes shall be disclosed on the Company's website and a weblink thereto shall also be given in the Annual Report. The familiarization Programme is detailed in Annexure A.

### **4. REVIEW OF PROGRAMME**

The Board will review this program and make revisions as may be required.



**Annexure-A**

**DETAILS OF FAMILIARIZATION PROGRAMMES TO INDEPENDENT DIRECTORS**

*[Pursuant to Regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")]*

The Company with an objective to enable the directors to understand its operations, strategy, business, industry and environment in which it functions and the regulatory environment applicable to it apprised the directors, during and/or after Board Meetings about important developments and new initiatives undertaken by the Company. The details of familiarization programmes conducted for the Independent Directors are as under:

**A) For FY 2022-23**

| S No | Name of Independent Directors | No. of Programmes attended |                      | No. of hours spent (in hr:mm) (approx.) |                      |
|------|-------------------------------|----------------------------|----------------------|---|----------------------|
|      |                               | FY 2022-23                 | Cumulative till date | FY 2022-23                              | Cumulative till date |
| 1    | Rajesh Sawhney                | 9                          | 32                   | 05:10                                   | 33:10                |
| 2    | Vivek Narayan Gour            | 7                          | 31                   | 03:90                                   | 32:10                |
| 3    | Pallavi Dinodia Gupta*        | 3                          | 3                    | 02:30                                   | 02:30                |
| 3    | Elizabeth Lucy Chapman#       | 5                          | 27                   | 02:70                                   | 30:50                |

*\*Ms. Pallavi Dinodia Gupta was appointed as an Independent Director of the Company with effect from October 20, 2022.*

*#Ms. Elizabeth Lucy Chapman resigned as an Independent Director of the Company with effect from October 07, 2022.*

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**B) For FY 2021-22**

| S No | Name of Independent Directors | No. of Programmes attended |                      | No. of hours spent (in hr:mm) (approx.) |                      |
|------|-------------------------------|----------------------------|----------------------|---|----------------------|
|      |                               | FY 2021-22                 | Cumulative till date | FY 2021-22                              | Cumulative till date |
| 1    | Rajesh Sawhney                | 9                          | 23                   | 18:50                                   | 28:00                |
| 2    | Vivek Narayan Gour            | 10                         | 24                   | 18:70                                   | 28:20                |
| 3    | Elizabeth Lucy Chapman        | 9                          | 22                   | 18:50                                   | 27:80                |

**Brief particulars of topics discussed under familiarization Programme:**

- Presentations are made on the various aspects such as business models, risk minimization procedures, compliance management, recent trends in technology, changes in domestic/overseas industry scenario and business performance of the Company.
- Presentations on significant amendments in Corporate and other allied laws.
- Annual strategic meet session conducted by the Company to provide a detailed description to IDs on the progress of ongoing strategic initiatives along with the future opportunities and challenges.
- Learning and development sessions for Board Members as conducted by external speakers.
- Additional meetings or sessions on demand of specific topics.