

<b>BIOCON LIMITED</b>	<b>Familiarisation Program for Independent Directors</b>	<b>Version. No</b> : 1.0 <b>Rev. Due on</b> : Need basis <b>Prepared by</b> : Company Secretary
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## **Familiarisation Program for Independent Directors**

### **Preamble**

The Schedule IV of the Companies Act, 2013 and the Clause 49 of the Listing agreement entered with the Stock Exchanges, mandates the Company to familiarize the Independent Directors with the Company.

### **Purpose**

The Program aims to provide insights into the Company to enable the Independent Directors to understand its business in depth and contribute to the strategy and overseeing of the Company. The Company provides sufficient information to familiarize the Independent Directors in the following areas:

- Familiarization with the Company;
- Roles, Rights and Responsibilities;
- Nature of Industry and the business model of the Company.

The Company undertakes an initial and ongoing familiarisation programme as below -

#### **A. Initial familiarization:**

At the time of appointing an Independent Director, a detailed Appointment Letter incorporating the role, duties and responsibilities, remuneration and performance evaluation process, insurance cover, Code of Conduct and obligations on disclosures, is issued for the acceptance of the Independent Directors.

At the outset, all the Independent Directors are provided with an overview of the regulatory framework and more specifically –

- Criteria of independence applicable to Independent Directors as per Clause 49 of the Listing Agreement on Corporate Governance and the Companies Act, 2013;
- Code of Conduct of Directors and Insider Trading Regulations;
- Performance Appraisal & Evaluation process;
- Disclosures and Business Interests;
- Term including Remuneration
- Policies inclusive of Vigil Mechanism Policy”
- Risk Management Systems & Policies.

#### **B. Ongoing familiarization:**

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

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2. Such programs 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, and product offerings. It also provides insights on the geographical spread, organization structure, finance, human resources, risk management and such other areas as may arise from time to time;
3. Independent Directors have the freedom to interact with the Company's management and the senior leadership team of the Company. Presentations are made regularly to the Board of Directors / Audit Committee (AC) (minutes of AC and other Board Committees are circulated to the Board). This helps them to understand the Company's strategy, business model, operations, products, markets, organization structure, facilities, risk management and such other areas.
4. The programs / presentations shall also familiarize the Independent Directors with their roles, rights and responsibilities;
5. The Company also shall circulate news and articles related to the industry on a regular basis and will provide specific regulatory updates from time to time, as relevant to the Directors.
6. The Company may conduct an introductory familiarization program / presentation, when a new Independent Director comes on the Board of the Company.
7. The Directors get an opportunity to visit Company's plants, where plant heads appraise them of the operational and sustainability aspects of the plants to enable them to have full understanding on the activities of the Company and initiatives taken on safety, quality and research initiatives
8. Quarterly results / press release of the Company are sent to the Directors to provide them with an update on the overall affairs of the Company.

### **C. Familiarisation of Regulatory Framework**

The Independent Directors are advised from time to time, of the compliances required from him/her under the Companies Act, 2013, Clause 49 of the Listing Agreement, pharmaceutical and manufacturing practices and other relevant regulations and requisite affirmations are taken with respect to the same.

### **Disclosure of the Policy**

This Policy shall be uploaded on the Company's website for public information and a web link for the same shall also be provided in the Annual Report of the Company.

### **Review of the Policy**

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