

Genus Power Infrastructures Limited

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Policy on Familiarisation Programme for Independent Directors

1. Preamble

The Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) stipulates that the Company shall familiarize the independent directors 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 programmes and the details of such familiarisation programmes shall be disclosed on the website of the Company and a web link thereto shall be given in the Annual Report.

In view of above, the Board of Directors (hereinafter referred to as the “Board”) of Genus Power Infrastructures Limited (hereinafter referred to as the “Company” or “Genus”) has adopted this Policy on familiarisation programme for independent directors as a guide to familiarise its independent directors. The Board believes that familiarisation programme facilitates them to interact with senior management personnel and to examine the documents of various operations of the Company for a good understanding of the Company in depth and further to contribute significantly to the Company.

2. Purpose and Objective

This Policy aims to guide the familiarisation programme/systems of the Company for its independent directors. The familiarisation programme aims to achieve certain milestones by providing insights into the Company to Independent Directors to enable them to possess appropriate knowledge of various products, business and the on-going events of the Company.

Through this programme, Independent Directors of the Company shall be made aware of their roles, rights and responsibilities towards the Company and updated on the Business & Operations of the Company, Company’s Board, Board Committee’s Framework, Board Policies and various Procedures.

3. Familiarisation Programmes/Systems

(a) Initial

At the time of appointment of Independent Director, a formal letter of appointment shall be given to him, containing the terms of appointment, time commitment, roles, functions, duties and responsibilities, which are expected from him as a Director of the Company.

At the outset, the independent director shall be provided, an overview of;

- criteria of independence as applicable to Independent Directors as per the Listing Regulations and the Companies Act, 2013;
- roles, functions, duties, responsibilities and liabilities of Independent Directors;
- directors responsibility statement, forming part of Boards’ report;
- vigil mechanism system;
- risk assessment and minimization procedures;

- board evaluation process and procedures;
- dealing with related party transactions under the Companies Act, 2013 and the Listing Regulations;
- codes of conduct;
- company's policies, mission & values; and
- internal control systems.

He/she shall also be explained about the compliances and confirmations that are required from him under the Companies Act, 2013 and Listing Regulations.

In order to familiarise the newly appointed Independent Director with operations of the Company, he/she shall also be given detailed presentations having information about the business model, product offerings, markets, organizational set-up, functioning of various divisions/departments, financial performance, governance procedures, internal control processes and other relevant information pertaining to business of the Company. The Managing Director & CEO also shall have personal discussions with him.

(b) Continual

The Independent Directors shall be provided detailed presentations to understand and get updated on the business and operation of the Company on a continual basis.

Independent Directors shall have freedom to interact with the MD & CEO, JMD and other senior management personnel to understand and get updated on the business, operations, financials and compliances of the Company. They are also authorised to have independent interactions with the Statutory Auditors, the Internal Auditors and external advisors appointed, from time to time.

Apart from above, Independent Directors shall be provided the opportunity to visit Company's Plants/Factories, at their request. During the visits, plant heads shall apprise 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, health and environment & sustainability etc.

4. Disclosure

The details of such familiarization programme shall be disclosed on the Company's website and a web link thereto shall also be given in the Annual Report of the Company.

5. Conflict between Laws and Policy

In case of any conflict between the prevailing laws/rules/regulations and this policy, the prevailing laws/rules/regulations shall prevail. Further, any subsequent amendment / modification in the Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.

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- (Formulated on November 11, 2015 and Effective from December 01, 2015)
 - (Reviewed on March 30, 2019 and Effective from April 01, 2019)
 - (Reviewed on May 28, 2021 and Effective from May 28, 2021)
 - (Reviewed on May 12, 2022 and Effective from May 12, 2022)
 - (Reviewed on May 01, 2023 and Effective from May 01, 2023)