

DIAMOND POWER
INFRASTRUCTURE LIMITED

FAMILIARISATION PROGRAMME FOR
INDEPENDENT DIRECTORS

(with effect from 18.9.2022)

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTOR

The Familiarization Program (“the Program”) for Independent Directors of Diamond Power Infrastructure Limited (“the Company”) has been adopted by the Board of Directors pursuant to Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

1. PURPOSE

The Program formulated with the objective of making the Independent Directors of the Company accustomed to their roles and responsibilities is divided into various modules with emphasis on:

- Roles, Rights and Responsibilities
- Strategy, Operations and functions of the Company

The Program has been designed considering the specific needs of contemporary Corporate Governance and the expected obligations of Independent Directors in view of the onerous responsibility conferred by the Companies Act, 2013 and the SEBI Listing Regulations as amended from time to time.

2. FAMILIARIZATION PROCESS

- 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.
- This program shall enable the participants to understand Company business, strategies, Industry dynamics and its growth plans and prepare them for an active role in Company.
- This program shall also empower the participants to understand board procedures and help them to be effective in board activities. The program also aims to offer a conceptual framework based upon current expectations which require the Independent Directors to adhere to a code and standard of ethics and integrity for fulfillment of their responsibilities in a professional and faithful manner to promote confidence of the investment community particularly minority shareholders, regulatory authorities and the stakeholders at large.
- The Program shall be conducted in such manner as to facilitate and convenience the Independent Directors and enable them to attend the same in view of their busy schedules.
- The Company may circulate news and articles related to the Industry on a regular basis and may provide specific regulatory updates from time to time and
- The Company may conduct an introductory familiarization program / presentation when a new Independent Director comes on the Board of the Company.

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3. 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.

4. REVIEW OF THE PROGRAM

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

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTOR

Diamond Power Infrastructure Limited design familiarization programme by way of following:

- Adopt a structured programme for oriented and training of Independent Directors at the time their joining so as to enable them to understand the Company – its operations, business, industry and environment in which it functions.
- Update the Directors on a continuing basis on any significant changes therein so as to be in a position to take well – informed and timely decisions.

ORIENTATION PROGRAMME UPON INDUCTION OF NEW DIRECTORS:

- On joining, all new non- executive directors inducted to the board are introduced to our Company culture.
- Current Executive Directors provides an overview of the operations and familiarize them. They are also introduced to our organizational structure, our services, group structure, and subsidiaries and, constitution, board procedures and our major risk.
- A detailed appointment letter incorporating the role, duties rights responsibilities in the Company.

OTHER INITIATIVES TO UPDATE THE DIRECTORS ON A CONTINUING BASIS :

The Company during board/committee meetings design familiarization sessions in the respective area of benefit of the Independent directors. The Sessions contains following specific area.

- Independent directors get an opportunity to interact with the company's management during Board / committee meetings, wherein senior company personnel update about the business strategy, business models, performance of the Company etc.
 - During the board meeting, Independent directors were apprised of the functioning of the Company. They provided overview of the existing market conditions in which the Company operates.
 - The independent directors are also familiarized during board/committee meeting about operational and sustainability aspects of the various plants to enable them to have full understanding & appreciation on the activities of the Company. The programme aims to provide insight into the Company to enable the independent directors to be in position to take well-informed timely decisions and contribute significantly to the Company.
 - Each director has complete access to any information relating to the Company.
 - Updates on relevant regulatory changes and new development such as SEBI Regulations, Companies Act etc. from time to time. Presentations in this regard are either made in the Board Meeting or one to one meeting with Independent Directors.
- In FY 2022-2023 (i.e. After 17th September, 2022 when the new Board of Directors is reconstituted) on an average 3 hours were spent by the Independent Directors on familiarizing / updating themselves with amendment in the provisions of as per SEBI Listing Regulations, Rights and Responsibilities of Independent Directors in line with the statutory amendments; Updating on recent changes in the regulatory framework, Technical understanding of the Business by Plant visit, etc.