

JM FINANCIAL LIMITED

**FAMILIARISATION PROGRAMME
FOR INDEPENDENT DIRECTORS**

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1. ***Preamble:***

Regulation 25(7) read with Regulation 46(2) of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015, as amended, (the “**Listing Regulations**”) and Schedule IV of the Companies Act, 2013 (the “**Act**”) requires that:

- a. The Company shall familiarise its independent directors, their roles, rights, responsibilities, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes.
- b. The details of such familiarisation programmes shall be disclosed on the Company’s website and a web link thereto shall be given in the Annual Report.

2. ***Initial familiarisation programme:***

The Company issues a formal letter of appointment to each independent director at the time of his/her appointment. The said letter of appointment outlines in detail, the independent director’s role, function, duties and responsibilities of the independent directors.

The Company familiarises each of the independent directors as and when they are appointed for the first time (the “**initial appointment**”).

It is the practice of the Company to provide to each independent director an overview of;

- Criteria of independence applicable to the independent directors as per the Regulation 16(1)(b) of the Listing Regulations and the applicable provisions of the Companies Act, 2013;
- Roles, functions, duties, responsibilities and liabilities of independent directors;
- Directors’ Responsibility Statement forming part of Boards’ Report; Vigil Mechanism including policy formulation, disclosures, code for independent directors, etc.;
- Risk Management Systems & framework;
- Board Evaluation Process and Procedures;

Additionally, an independent director is made aware of various compliances required under the Act, Listing Regulations and other applicable acts, Laws, Rules and Regulations.

It is a practice of the Company to give a detailed presentation to the independent directors about the Company’s/Group’s overview, key milestones, key business segments, nature of business activities, depth of management, awards and recognitions received, group structure and other relevant information pertaining to the businesses of the Company and its various underlying subsidiaries/associates. The Non-executive Vice-Chairman along with the Managing Director of the Company also have personal discussions with the concerned Independent Director about various matters/scenarios.

The above familiarisation programme helps the independent directors to understand the structure of the Company, its business and management and the regulatory framework in which the Company operates. This would also help the independent directors to be better equipped to effectively deal with his/her role as an independent director of the Company.

3. ***Continual familiarisation programme:***

The Company shall follow a structured orientation programme for the independent directors to make them aware and update them on the business and operations of the Company on a continuous basis. The continual familiarisation program is designed by the Company on the following lines:

Functional Area	Responsibility
Overview of Strategy and business model of the Company and Group	The Managing Director
Financial Performance, Budgeting and Planning	Chief Financial Officer
Overview of performance of various businesses of the Company	The Managing Director
Statutory reporting including Internal Audit Reports, SEBI Audit Reports and compliance related certifications	Chief Financial Officer and Company Secretary & Compliance Officer
Overview of business of subsidiaries	Respective heads/CEOs of such subsidiaries

On an on-going basis, the Company arranges to make business presentations to update the independent directors with the strategy, operations and functions of the Company and its subsidiaries. Such presentations provide an opportunity to the independent directors to interact with the CEO's of the respective businesses which help them to understand the Company/its subsidiaries' strategy, business model, operations, service and product offerings, markets, organisation structure, facilities and risk management and such other areas.

The independent directors shall have complete access to the information within the Company. Independent directors have the freedom to interact with the Company's management and management of the underlying companies. Interactions happen during Board/Committee meetings, when business heads of the Company and its subsidiaries are asked to make presentations about performance of their business divisions to the Board. Apart from this, independent directors also have separate interactions with the Statutory Auditors and the Internal Auditors as and when required.

Additionally, the Company Secretary on a monthly basis circulate the regulatory updates which has an impact on the Company.

4. ***Disclosure of the Familiarisation Programme:***

This Programme is uploaded on the Company's website and a web link for the same is also provided in the Annual Report of the Company.
