

**PROLIFIC RESOLUTION PRIVATE LIMITED**

**FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

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Regulation 25(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, requires the listed entity shall familiarise the Independent Directors through various programmes about the listed entity, including the following:

- (a) Nature of the industry in which the listed entity operates;
- (b) Business model of the listed entity;
- (c) Roles, rights, responsibilities of Independent Directors; and
- (d) Any other relevant information.

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# PROLIFIC RESOLUTION PRIVATE LIMITED

CIN: U74999RJ2019PTC064522

## **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 - Board dynamics & functions
- strategy, Operations and functions of the Company
- business models, industry and environment in which the Company functions
- continuously update them on any significant changes therein to enable them to take well-informed and timely decisions.

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 Listing Regulations as amended from time to time.

## **2. Induction Programme**

Upon joining the Board of the Company, a meeting of the inducted Director is organized with the Management of the Company to give an overview of the Company's business. The induction essentially has two broad components- technical and behavioural.

- **Technical Component:** This session provides a comprehensive understanding of the Company's core activities, including the processes related to recovering, assessing, and managing claims, actionable claims, awards (including arbitral awards), decrees, orders, and receivables. It also covers the procedures for ensuring the due recovery of such amounts in compliance with applicable laws. This includes initiating or directing legal proceedings in relevant judicial and other forums, as well as entering into necessary contracts and arrangements with third parties to facilitate these objectives.
- **Behavioural Component:** This aspect focuses on equipping the Director with insights into Board procedures, governance frameworks, and internal control mechanisms. It includes an overview of risk management, compliance practices, policies, and procedures to ensure active and effective participation in Board discussions and decision-making.

This structured induction ensures that the Director is well-integrated into the Company's strategic and operational framework from the outset.

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### 3. On-Going Familiarization Programme

To enable Directors to effectively fulfill their governance role, they are continuously updated on key developments relevant to the Company's business and operations. The ongoing familiarization programme ensures that Directors remain well-informed about:

- Updates on the Company's claim management processes, including legal proceedings, arbitration matters, and regulatory changes affecting recovery mechanisms.
- Significant business developments, including changes in strategies, financial performance, and operational challenges.
- Evolving risk assessment and mitigation strategies to safeguard the Company's financial and legal interests.
- Updates on judicial and regulatory developments, both domestic and international, impacting the Company's ability to recover claims and enforce awards.
- Any new contracts, settlements, or third-party arrangements that may influence the Company's business model.

These updates are communicated through:

- Periodic presentations at Board and Committee meetings, where Directors engage with the Executive Management Team.
- Briefing sessions on legal and financial matters concerning the Company's core activities.
- Regular circulation of key regulatory updates, judicial pronouncements, and industry-specific developments via emails and notifications.

This structured approach ensures that Directors remain equipped with the necessary insights to contribute effectively to Board discussions and strategic decision-making.

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**4. 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.

The Company being a 'high value debt listed entity' shall undertake Directors and Officers insurance (D and O insurance) for all its independent directors for such sum assured and for such risks as may be determined by its board of directors from time to time in compliance.

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**5. Familiarization Sessions**

Details of familiarisation sessions attended by Independent Directors are as follows:

<b>Familiarization programme</b>	<b>No. of hours attended by Independent Director</b>		
	<b>Mr. Manish Khanna</b>	<b>Dr. Mita Dixit</b>	<b>Mr. Arun Karambelkar</b>
Organization, strategy review	1.00	1.00	1.00
Company's Claims management processes, and regulatory changes	1.00	1.00	1.00
Governance, and Tax updates	1.00	1.00	1.00
Internal control mechanisms	1.00	1.00	1.00
Discussion on Risk Assessment and Mitigation strategy	1.00	1.00	1.00
<b>Total hours for FY 2024-25</b>	<b>5.00</b>	<b>5.00</b>	<b>5.00</b>
<b>Cumulative hours spent on familiarization till date</b>	<b>12.00</b>	<b>12.00</b>	<b>12.00</b>