

# **ANONDITA MEDICARE LIMITED**

## **(AML)**

# **FAMILIARIZATION PROGRAMME**

# **FOR INDEPENDENT DIRECTORS**



UNIT



OFFICE



DIPPING AREA



TESTING AREA

Regd. off : Flat No. 704, Narmada Block N-6, Sec-D, Pocket-C, Vasant Kunj, New Delhi-110070  
Corp Off. : D-001, Sector-80, Noida-201305, (U.P.) INDIA  
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Website: [anonditahealthcare.net](http://anonditahealthcare.net)

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## FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

### 1. INTRODUCTION

In accordance with the requirements of provisions of the Section 149 read with Schedule IV of the Companies Act, 2013 (“Act”), Anondita Medicare Limited (hereinafter referred to as “Company”) has introduced a programme to familiarize the Independent Directors with the Company, their roles, rights and responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. (hereinafter referred to as “Programme”).

In terms of Part III of Schedule IV of the Act, it’s also the duty of the Independent Directors to undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company.

Familiarization Program for Independent Directors includes:

**Corporate Affairs:** Covering details of the Company, shareholding pattern, the Board structure, the Board Committees and their functions, policies applicable to the director, their roles, responsibilities, duties, rights as a director etc.

**Operations:** Covering details of nature of the industry in which the Company operates, business model of the Company, financial details etc.

**Roles, Rights and Responsibilities of Independent Directors:** Covering the definition of Independent Directors, relevant provisions of the Companies Act and the Listing Agreement, Tenure of Independent Directors, their roles, rights, responsibilities, code of conduct etc.

### 2. PURPOSE

The Programme aims to provide insights into the Company to enable the Independent Directors to understand its business and operation in depth and contribute significantly to the Company.

### 3. OBJECTIVE

The Object of the Programme are:-

- a) To enable them to understand the Company and the industry and business environment it operates in;
- b) To enable them to understand their roles and responsibilities;
- c) To keep the Independent Directors updated on an ongoing basis about the significant changes which occur concerning the Company or its industry and business environment so that they are in a position to take well-informed decisions at appropriate time.



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#### 4. APPLICABILITY

The Company and all the Independent Directors of the Company are expected to comply with the Familiarization Programme for Independent Directors Policy (“**Policy**”) in letter and spirit.

The details of the familiarisation program imparted to Independent Directors shall be disclosed on the Company’s website and a web link thereto shall be provided in the Annual Report.

#### 5. DEFINITION

In this Policy, unless the context otherwise requires-

- 5.1** “**Act**” shall mean the Companies Act, 2013.
- 5.2** “**Board**” or “**Board of Directors**” shall mean the Board of Directors of the Company.
- 5.3** “**Company**” shall mean Anondita Medicare Limited.
- 5.4** “**Familiarisation Programmes**” mean familiarize the Independent Directors with the strategy, operations and functions of the Company and to appraise them their roles, rights and responsibilities in the Company to enable them to make effective contribution and discharge their functions as a Board Member.
- 5.5** “**Independent Director**” shall mean a director who qualified to appoint as defined under Section 149(6) and the Director submits his/her declaration U/s 149(7) and appointed by the Company or Board as Independent Director.
- 5.6** “**Listing Regulation**” shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulation”).

#### 6. FAMILIARIZATION PROCESS

At the time of induction of the newly appointed Independent Director (ID), the Company conducts induction program/presentation to apprise a new Independent Director, about the Company, its latest financial statements and their analysis, its business model, Industry scenario, competition, significant recent developments and also the Board processes by the Chairman and Managing Director, the Chief Financial Officer, the Company Secretary and the Senior Management. In addition, a ‘joining kit’ is given to the ID comprising the following documents:

- (i) Latest Annual Report of the Company;
- (ii) Copy of Code of Conduct for Prevention of Insider Trading Regulations;
- (iii) Copy of Code of Conduct for Directors;
- (iv) Copy of Vigil Mechanism/Whistle Blower Policy;



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- (v) Copy of Risk Management Policy;
- (vi) Copy of Policy on Related Parties Transactions;
- (vii) Copies of Nomination and Remuneration Policy;
- (viii) Copy of Policy for Determining Material Subsidiaries;
- (ix) Copies of Policy for Determination of Materiality of Events, Policy for Preservation of Documents and Archival Policy.

As a part of the process of induction of the ID, his/her visit to the various offices of the Company located at different places are also arranged. The ID is given an overview of the business, the organization structure and key team members. He/she is also briefed about the various important raw materials, production processes, finished goods, principal suppliers, customers, utilities, safety, health environment and applicable laws etc.

In every Board meeting, a detailed presentation on business is made wherein the Chief Financial Operator (C.F.O.) / Unit Head(s) of the Company explains in respect of the business, the vision, performance, analysis of financial statements, significant operational issues, strategy and growth plans relating to Company.

The presentations also provide an opportunity to the Independent Directors to interact with the senior team of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management.

At every meeting of the Board, presentations are also made covering performance of the different businesses, financial analysis, financial position including liquidity, borrowings and investments, financial projections, significant changes in applicable laws and regulations, if any and operational/strategic issues of importance.

Board members are updated about the statutory amendments from time to time.

## 7. REVIEW OF THE PROGRAMME

The Programme will be conducted on an "as needed" basis during the year and will be reviewed by the Board from time to time to make necessary revisions.

## 8. DISCLOSURE OF THE PROGRAMME

The Programme 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.

## 9. Amendment



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In case there are any modification(s) / amendment(s) / notification(s) / circulars(s), guidance note(s), informal guidance(s) issued by SEBI / MCA or judgements made by the Tribunal or any Court which has the effect of amendment in the Regulation(s) / Section(s) / Rule(s) made thereunder. The Chief Financial Officer and/or Company Secretary and/or Managing Director is/are authorized to make amendments in the Policy / Code as to the extent applicable. The amended Policy / Code shall be taken note by the Board of Directors / Committee in their ensuing Meeting(s).



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