TRANSCORP INTERNATIONAL LTD.

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Familiarization Programme for Independent Directors (IDs)

Transcorp International Limited ("TIL") has put in place a structured programme for orientation and training of Independent Directors with an aim to familiarise them with:

- Company's vision & strategic direction,
- Core values including ethics,
- Business model of the Company,
- Nature of the industry in which it operates,
- Its Management & organizational Matrix
- The Directors' roles, rights and responsibilities in the Company
- Process of Board Meeting in TIL
- Compliance Matrix in TIL
- Corporate governance practices; and
- Other key policies and practices

All the Independent Directors of the Company are made aware of their role, responsibilities and liabilities at the time of their appointment/reappointment, through a formal letter of appointment, which also stipulates various terms and conditions of their engagement.

Whenever a new Director is inducted, she/he is introduced to the TIL Management Team, Executive Committee members and other relevant personnel. Detailed presentation is made covering the Company's Corporate Profile, its Mission, Vision and Values Statement, Organizational Structure, the Company's history and milestones, the Business Strategy, latest Annual Report, Code of Conduct applicable to Directors/employees of the Company & relevant policies of the Company to be adhered to.

Atleast one Board Meeting in a year is held with detailed strategy session with the senior management team of TIL. The top Management of TIL makes presentations to the Independent Directors which inter alia covers the industry scenario, strategic significances for TIL and the business model of the Company. Various measures are taken to update the Directors, from time to time, of any significant changes in the ongoing events and development relating to the Company.

The Company provides suitable training & education to Independent Directors on matters which are relevant for the Board' effective performance. Such training/education is provided in a variety of forms including external/internal training & education programs, seminars held by CII, ASSOCHAM, FICCI etc. from time to time on varied issues, presentations or briefing on particular topics, education materials & visit to TIL branches & warehouses etc.

The Internal Auditor gives a detailed presentation covering his areas of audit and significant findings made by internal Audit Team during the course of audit. The Company management also gives presentations to the Board to apprise them of key changes in regulations impacting the Company or the functioning, roles and responsibilities of the Board members including any changes in the Companies Act, 2013, SEBI regulations and such other relevant laws, rules and regulations.

Summary of familiarization programs of Independent Directors

Total no. of hours spent on familiarization programme during financial year 2021-22	Approx. 05 hrs
Total no. of hours spent on familiarization programme during financial year 2020-21	Approx. 06 hrs
Cumulative hours spent on familiarization till date (from 1st October, 2014)	Approx. 49 hrs