

Formalization Programs for Independent Directors

Contents

| | |
|----------------------------------|---|
| 1. Introduction | 2 |
| 2. Objectives | 2 |
| 3. Applicability | 2 |
| 4. Formalization Process | 2 |
| 5. Program and Disclosures | 3 |
| 6. Review of Program | 3 |

Formalization Programs for Independent Directors

Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV of the Companies Act, 2013

1. Introduction

In terms of Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV of the Companies Act, 2013, Amber Enterprises India Limited (the "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. through various initiatives that would facilitate their active participation in managing the Company.

2. Objectives

The objective of the Familiarization Programme is:

- To adopt an organized programme for orientation and training of Independent Directors at the time of their joining so as to facilitate them to understand the Company – its operation, industry and the environment in which it functions;
- To keep informed 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;
- To enable them to understand their roles and responsibilities;
- 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;
- To enable them to understand the Company and the industry and business environment it operates in.

3. Applicability

The above Programme will be conducted for new and continuing Independent Directors of the Company. Apart from Independent Directors, Non-Executive Directors are also eligible to attend the familiarization programmes.

4. Formalization Process

- At the time of induction of the newly appointed Independent Directors, he/she is apprised adequately about the Company its business through audio or video clips, if any or through detailed Presentation, the vision, performance, its latest financial statements and their analysis, its business model, Industry scenario, competition, significant recent developments, strategy, growth plans and also the Board processes by the Chairman and CEO/Chairperson and Managing Director, the Chief Financial Officer, the Company Secretary and the Senior Management.
- Also provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy,

business model, group structure, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities, risk management strategy, governance policies, designated channels for flow of information and such other areas as deemed necessary.

- Organize a program of Plant visit, apprising about manufacturing process, industry dynamics, global business scenario and regulatory framework for the industry, etc to familiarize the Independent Directors with the process flow.
- 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.
- The Company will inform that all the necessary information about the company i.e. Company's corporate profile, the Company's history, latest Annual Reports, Code of Conduct of the Company, Code of Conduct for Prevention of Insider Trading and disclosure practices, various policies of the Company etc. are available on the website of the Company and a detailed appointment letter containing roles and duties are provided to the director.
- The Director will be given the terms of reference for the board committees in which they will be acting as the Chairperson or member. During this program, their roles and responsibilities as an Independent Directors as specified in the Companies Act, 2013 and other Statues will be explained to them.
- In order to have a smooth relationship with other personnel in the Company, periodic meetings may be organized with the Senior Managements apart from the meetings prescribed under the Statutes to better understand the business and operation of the Company.
- The specific roles, duties and rights of the Independent Directors as provided in the Companies Act, 2013 and in other statutes will be explained to them through Board meeting process or through various modes of communications.
- The Company may also circulate news and articles related to the industry from time to time and may provide specific regulatory updates.

5. Program and Disclosures

Familiarization Programme will be conducted on "need-basis" during the year. This Programme will be conducted for new and continuing Independent Directors of the Company depending upon the need.

6. Review of Program

- The Company may periodically review this Program and make suitable revisions, as may be deemed necessary, from time to time.
- Any subsequent amendment/modification in the applicable laws in this regard shall automatically apply to this Policy.
- Any other change/amendments to this policy shall be approved by the Board.
