



**POLICY ON FAMILIARIZATION PROGRAMME FOR
INDEPENDENT DIRECTORS**

OF

BAANGANGA GOLD & DIAMOND (I) LIMITED

(Erstwhile known as Baanganga Gold & Diamond (I) Private Limited)

BACKGROUND

Regulation 25(7) read with 46(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”) inter-alia stipulates that Baanganga Gold & Diamond (I) Limited (Erstwhile known as Baanganga Gold & Diamond (I) Private Limited) (“**Company**”), shall familiarize its independent directors with the Company, their roles, rights, responsibilities in the Company, business model of the Company, nature of the industry in which the Company operates and any other relevant information, through periodical programmes. Additionally, these programmes allow independent directors to interact closely with the senior leadership of the Company. This policy for familiarisation programme for independent directors (the “**Policy**”) is accordingly formulated in pursuance of the aforesaid requirements of Listing Regulations.

The Policy shall come into force with effect from the date of the Listing Regulations becomes applicable to the Company.

FAMILIARIZATION PROCESS

At the time of appointment, an appointment letter incorporating the role and duties, tenure of appointment, evaluation process, availability of Directors and Officers liability insurance, details regarding remuneration is given to Independent Directors. Thereafter, at the time of joining the board of directors (the “**Board**”), a meeting of the inducted independent director is organized with the management of the Company to give an overview of the Company’s business and to acquaint the incoming Board members with strategy, business model, operations, functions, policies and procedures, roles and responsibilities, financial performance, governance, applicable laws, and any others areas that are deemed necessary. The programme shall give an overview of the Board, committees of the Board, shareholding analysis and will also familiarize the independent directors with their duties, roles, rights and responsibilities.

ON-GOING PROGRAMME

To enable the independent directors to fulfil their governance role, the independent directors are updated on a continuous basis on any significant changes and developments in the Company’s business, strategies, business models, new initiatives, industry updates, changes in legislation impacting the Company.

Updates are given to independent directors through presentations at meetings of the Board and committees of the Board where independent directors get an opportunity to interact with senior management and also through various other communication channels like emails/notifications/press releases/news or events. In addition to the above, in the course of deliberation at the meetings of the Board and committees of the Board thereof, the independent directors and the Board as a whole, are on a continual basis familiarized with the functioning of the overall performance and functioning of the Company, risk management process, human resource processes, IT processes, corporate social responsibility, and governance initiatives of the Company. Further, Directors are provided with necessary documents, reports and internal policies to enable them to familiarize with the Company’s procedures and practices.

independent directors have the freedom to interact with the Company's management, statutory and internal auditors, and fellow directors. Further, they can have independent discussions with relevant stakeholders to discuss about the Company's affairs and put forth their combined views to the Board.

The Company may also conduct training programme for its independent director(s) by experts outlining the roles, rights, duties and responsibilities of independent directors from the perspective of various applicable laws from time to time.

REVIEW OF THE PROGRAMME

The Company may periodically review this programme and make suitable revisions, as may be deemed necessary, from time to time.

PROGRAMME AND DISCLOSURE

The programme will be conducted on "as needed" basis during the year. As and when the programme is conducted, the same will be disclosed on the website of the Company as provided in Regulation 46 of the Listing Regulations and a web link thereto shall also be given in the annual report of the Company.

AMENDMENT

Any change in the Policy shall be approved by the Board. The Board shall have the right to withdraw and/or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding. Any subsequent amendment/modification in the Act or the rules framed thereunder or the Listing Regulations and/or any other laws in this regard shall automatically apply to this Policy.

In the event of any conflict between the provisions of this Policy and of the applicable law, such applicable law in force from time to time shall prevail over this Policy.

DISCLOSURES

The details of familiarization programmes imparted to independent directors shall be made available on the website of the Company in compliance with the SEBI Listing Regulations.