



Cyient DLM Limited

Policy for Training of Directors and Familiarisation of Independent Directors

Cyient DLM Limited

Mysore Office:
Plot no.347, D1 &2, KIADB
Electronics City, Hebbal Industrial
Area, Mysore 570 016,
Karnataka, India

Regd Off:
3rd Floor Plot No.11
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Policy Information:

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CS/DLM/ToD&FoID	Company Secretary	Board of Directors	27 December 2022

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1. Introduction

This Policy is framed pursuant to the requirements under LODR 2015, CA 2013 and other applicable laws with the objective of providing an opportunity to the Independent Directors to familiarise themselves with the Company's strategy, industry overview, performance, key regulatory developments and their roles, and responsibilities. In order to enable the Independent Directors to fulfil their responsibilities efficiently and effectively, a familiarisation programme has been put in place by the Company.

The Policy also provides for training / interactive sessions for all the Directors of the Company.

This Policy is effective from 27 December 2022.

2. Objective

The following are the main objectives of the Policy:

- i. to lay down a formal and structured process to familiarise the Independent Directors at the time of their appointment on the Board to enable them to understand the Company (its operations, business, industry and environment in which it functions and the regulatory environment applicable to it) and their own roles, responsibilities and duties vis-à-vis the Company;
- ii. to update all the Directors on a continuous basis on any significant changes that may arise/ occur during their tenure on the Board;
- iii. to take all efforts to keep all the Directors well informed and enable them to make timely decisions and provide appropriate advice to the Company.

3. Applicability

The familiarisation requirements are applicable to the Independent Directors of the Company and the training is applicable to all the Directors of the Company.

4. Definitions

- 4.1 "**Board**" means the Board of Directors of the Company.
- 4.2 "**CA 2013**" or "**Act**" means the Companies Act, 2013 and rules made thereunder, as amended from time to time.
- 4.3 "**Company**" or "**Cyient DLM**" means Cyient DLM Limited.
- 4.4 "**Compliance Officer**" means the Compliance Officer as defined under the LODR 2015.
- 4.5 "**Independent Directors**" shall mean the Directors as defined in CA 2013 and LODR 2015.
- 4.6 "**LODR 2015**" shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time.
- 4.7 "**Policy**" means this Policy on Training of Directors and Familiarization of Independent Directors as amended and approved by the Board from time to time.

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4.8 **“Senior Management”** shall mean officers/personnel of the Company who are members of the core management team excluding the Board and shall comprise all Key Managerial Personnel and members of management one level below the Chief Executive Officer/Managing Director/Whole time Director/Manager (including Chief Executive Officer/Manager, in case they are not part of the Board),

Capitalised terms used in this Policy and not defined above shall have the same meaning as assigned to them under the CA 2013 or LODR 2015 or any other applicable law or guidelines.

5. Familiarisation Programme/ Process for Independent Directors

5.1 Initial Familiarisation

The Company will organise an induction programme for every new Independent Director wherein the Executive Directors/Senior Management will provide an overview of the following:

- i. The Company and its business model, strategies;
- ii. The industry nature and dynamics;
- iii. Company's organization structure and operations;
- iv. Corporate governance regulatory framework and the Company's corporate governance philosophy;
- v. D&O Insurance provided by the Company;
- vi. Roles, rights and responsibilities of Independent Directors under applicable laws; and
- vii. Other areas of relevance.

The Company shall endeavour to organize the above session within 3 (three) months from the date of joining of the Independent Director.

A kit containing the following key information/ documents of the Company will also be shared with the Independent Directors prior to or during the induction programme:

- i. Various declarations and submissions required to be made to the Board by the Independent Directors;
- ii. Code of Conduct and links to all other Codes and Policies of the Company;
- iii. Latest Memorandum and Articles of Association and Annual reports for last 3 years
- iv. Organizational chart;
- v. Charters / Terms of Reference of the relevant Committees in which the Independent Director is appointed/ proposed to be appointed; and
- vi. Profile and contact details of all Directors and Senior Management personnel.

In addition to the letter containing the terms and conditions of appointment, the Independent Director shall adhere to the Code of Conduct for Directors and Senior Management of the Company.

The Independent Directors will also be introduced to the other Directors and Senior Management and will be free to interact with them.

5.2 Periodic / Ongoing Familiarisation

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- i. In the quarterly Board meetings of the Company, the Independent Directors will have access to the detailed presentations on the Company's performance, strategy, industry dynamics and other key regulatory developments.
- ii. The Independent Directors who are members of various Board Committees will be presented with the necessary information, to enable them to review and grant approvals as per the charters/terms of reference of the relevant Committees. Presentations will be made at Committee meetings which inter-alia cover specific industry overview, customer service, new digital initiatives, risk profile, investment portfolio, CSR activities etc. as relevant to the Committee.
- iii. Periodic meetings will be conducted between the Independent Directors and senior functional heads for more elaborate understanding of various aspects of business. The Independent Directors may also hold separate discussions with the Statutory and Secretarial Auditors of the Company.
- iv. Independent Directors will also be updated on the regulatory developments with respect to various governance aspects i.e., Secretarial Standards, Circulars/ Regulations/ Notifications issued under CA 2013 and LODR 2015 on a regular basis.
- v. Each Independent Director of the Company will have complete access to any information/document relating to the Company. It should however be ensured that the request for information/documents should be specific, reasonable and do not over-burden the management. Independent Directors also have the freedom to interact with the Company's management. Visits to the Company's offices and locations will be organized as and when required.
- vi. The Company may also engage external professional agencies/ firms to conduct the familiarisation sessions for the Independent Directors or sponsor them for any such programs organised by the Regulatory bodies, subject to the confidentiality policies of the Company.

6. Policy on the Training / Interactive Sessions for all Directors

The Company will conduct a training / interactive session for the Directors, after the Quarter 1 Board meeting of each financial year. The meeting / interactive session for Directors will be a two day session, held outside the premises of the Company, generally at a resort with the presence of eminent personalities from the industry/society.

The main objective of the sessions will be to understand the relevant developments in the business world especially in the electronics manufacturing industry, Government policies, and other contemporary changes in the industry and also act as an updation session for the Directors on their roles and responsibilities. The strategy sessions will be designed to help the Directors to set the long terms goals for the Company and the path to achieve the same.

7. Website Disclosure

This Policy will be uploaded on the website of the Company.

8. Review and Amendment

The Board may at any time, on the recommendation of the Committee, amend this Policy either pursuant to any change in law or otherwise. In case of any amendment(s), clarification(s), circular(s)

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etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions in this Policy.

9. Detailed Version Control Sheet

This section is the control sheet of all the changes that have been carried out in the Policy and shall list the changes done since inception.

Change in version no.	Page no.	Section no.	Erstwhile section	New/Modified section	Reason for change

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