

**FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS OF
UGRO Capital Limited**
(In terms of Regulation 25 & 46 of the Listing Regulations)

Formal induction:

Every director is formally inducted into the Board by the Chairman of the Company. At the time of induction of a director on the board of the Company, a formal invitation to join the board of the Company is sent out along with a brief introduction about the Company. A copy of the Company's latest annual report and the schedule of the upcoming board / committee meetings for the calendar year is forwarded to the director. The director is explained in detail the compliances and disclosures required of him under the Companies Act, 2013, RBI guidelines, listing regulations and other relevant regulations and his affirmation is taken with respect to the same.

Letter of appointment:

The Company issues a formal letter of appointment to the independent director(s) which incorporates all relevant information about the appointment including their roles, duties and responsibilities. The terms and conditions of appointment of independent directors are also available on the website of the Company.

Code of conduct:

The Company's code of conduct which inter alia explains the values and beliefs of the Company, functions, duties and responsibilities as a director of the Company including the duties of independent directors in terms of Companies Act, 2013 is given to the director at the time of joining and on an annual basis.

Familiarisation with operations:

The Board of Directors have complete access to senior management and information about the Company. Presentations are regularly made at the meetings of the Board and other committees constituted by the Board, where the directors get an opportunity to interact with the senior management. Further, there is a detailed quarterly presentation on review of operations of the Company covering the Company business, competition and overall industry.

Familiarisation with Regulatory requirements:

Periodical regulatory updates impacting the business which helps the director familiarise himself with the Company, its business and the regulatory framework in which the Company operates is circulated and discussed.

The Company has an on-going familiarisation programme/ practices for all its Directors including Independent Directors. Its includes following:

1. **Quarterly regulatory updates:** Directors are updated on the key regulatory changes and a detailed note is circulated to the Board members as a part of the regular agenda.
2. **Industry/business update:** A detailed presentation on the products of the Company, important transactions during the quarter, market analysis, risk matrix and portfolio management, Liability-Side update etc. is provided to the Directors during the meeting.

Details of the above Familiarisation Programme imparted to Independent Directors:

Name of the Director	FY 2018-19		FY 2019-20		FY 2020-21	
	Number of meeting attended	Total number of hours spent	Number of meeting attended	Total number of hours spent	Number of meeting attended	Total number of hours spent
Abhijit Sen	2	1.5 hrs	4	5 hrs	5	6 hrs
Navin Kumar Maini	2	1.5 hrs	4	5 hrs	5	6 hrs
Ranjana Agarwal	2	1.5 hrs	4	5 hrs	5	6 hrs
Satyananda Mishra	2	1.5 hrs	4	5 hrs	5	6 hrs
Karuppasamy Singam	2	1.5 hrs	4	5 hrs	5	6 hrs
Rajeev Agarwal	2	1.5 hrs	4	5 hrs	5	6 hrs
Navin Puri	-	-	2	2 hrs	5	6 hrs