

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

OF

BASILIC FLY STUDIO LIMITED

(Approved by the Nomination and Remuneration Committee and the Board of Directors in the meeting dated 9th March 2025)

1. INTRODUCTION

The Companies Act, 2013 read with the rules thereunder, as amended, read with the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended, ("SEBI LODR") requires listed companies to conduct familiarisation programme for the Independent Directors so as to familiarize them with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc. The Company facilitates the members of its Board to familiarise themselves with the industry and its operations.

Further, listed companies are required to disseminate information pertaining to familiarization imparted to Independent Directors on its website, as prescribed under Regulation 46 (2) of SEBI LODR.

2. OBJECTIVE

The Objective of the Familiarisation Programme for Independent Directors is to ensure that they have a clear understanding of the company's business, operations, and regulatory environment. This helps them effectively contribute to the company's governance and decision-making process.

Key Objectives:

- **Understanding Business & Industry:**
 - Educate Independent Directors about the company's operations, strategies, and industry landscape.
 - Provide insights into market trends, challenges, and opportunities.
- **Regulatory Awareness:**
 - Keep them informed about relevant laws, regulations, and corporate governance standards.
 - Ensure compliance with SEBI (LODR) Regulations, Companies Act, and other applicable frameworks.
- **Role & Responsibilities:**
 - Clarify their duties, rights, and responsibilities as Independent Directors.
 - Help them understand the expectations from the Board and various committees.
- **Engagement with Management:**
 - Facilitate interactions with key executives and department heads to gain operational insights.
 - Enable better decision-making through direct engagement with business leaders.

➤ **Continuous Learning:**

- Conduct periodic training sessions on financial performance, risk management, and industry updates.
- Arrange site visits, presentations, and external expert sessions to keep them informed.

By achieving these objectives, the programme enhances the effectiveness of Independent Directors in fulfilling their governance role while ensuring transparency and informed decision-making within the company.

3. DETAILS OF FAMILIARIZATION PROGRAMME

A. To familiarise the Independent Directors about their roles, responsibilities and duties as Independent Director they will be provided an overview of.

- Criteria of independence applicable to Independent Directors as per Regulation 16 of the SEBI Listing Regulations and the Companies Act, 2013;
- Compliance Personnel, on whom reliance can be placed by the Independent Directors;
- Time allocation by the Independent Directors on financial controls, overseeing systems of risk management, financial management compliance, Corporate Social Responsibility, Remuneration, Stakeholders conflicts, Board effectiveness, strategic direction, Meetings and performance assessment;
- Directors Responsibility Statement form part of the Boards' Report;
- News and articles related to the industry on a regular basis and regulatory updates from time to time.
- Vigil Mechanism including policy formulation, disclosures, code for Independent Directors, fraud response plan, obtaining Audit Committee approval, wherever required;
- Risk Management systems & framework;
- Board evaluation process and procedures;
- Dealing with Related party transactions under the Companies Act, 2013 and the SEBI Listing Regulations;
- Internal Financial Controls and
- Loans and Investments under the Companies Act, 2013.
- Overview of business expansion plans and new projects, if any
- Such presentations will provide an opportunity to the Independent Directors to interact with the senior leadership team and auditors of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time;

The Company may conduct an introductory familiarization program/ presentation when a new Independent Director comes on the Board of the Company.

4. INDUCTION PROCESS

Newly appointed Independent Directors are provided with an induction, which includes:

- I. Company Overview:**
 - A detailed briefing on the company's history, mission, vision, and core values.
 - Information about the company's structure, key business segments, and operational model.

- II. Business & Financial Insights:**
 - Overview of the company's financial performance, revenue streams, and key financial indicators.
 - Discussion on strategic initiatives, business plans, and industry landscape.

- III. Governance & Compliance:**
 - Explanation of the regulatory framework applicable to the company, including SEBI (LODR) Regulations and the Companies Act, 2013.
 - Briefing on corporate governance policies, ethics, and internal controls.

- IV. Roles & Responsibilities of Independent Directors:**
 - Clarification of the fiduciary duties, liabilities, and legal obligations of Independent Directors.
 - Understanding their role in Board Committees such as Audit, Nomination & Remuneration, and CSR Committees.

- V. Interaction with Key Management Personnel:**
 - One-on-one meetings with the CEO, CFO, and senior executives to understand various functions and business operations.
 - Presentations by department heads covering operational processes, risk management, and future growth strategies.

- VI. Site Visits (if applicable):**
 - Facility visits to provide first-hand exposure to manufacturing, service operations, or other key business functions.

- VII. Purpose of the Induction Process:**
 - Helps Independent Directors gain a deep understanding of the company's business model and industry position.
 - Enables them to contribute effectively to Board discussions and strategic decision-making.
 - Familiarises them with key stakeholders and internal governance mechanisms.
 - This structured induction ensures that Independent Directors are well-equipped to fulfil their roles and responsibilities in alignment with corporate governance best practices.

5. ONGOING FAMILIARISATION PROGRAMME

To keep Independent Directors updated, the Company periodically conducts:

- Presentations on business operations, industry developments, and financial performance.
- Updates on changes in laws, regulations, and governance frameworks relevant to the Company.
- Site visits to Company facilities, if applicable, to provide first-hand exposure to operations.
- Sessions with external experts and consultants on emerging trends in the industry and corporate governance.
- timely update on concerns, material risks and exposures, that may have a significant adverse impact on the functioning and performance of the company or impact the interest of its stakeholders;
- Each Independent Director of the Company has complete access to information relating to the Company like policies, Board Presentations and Financial statements.
- Independent Directors can meet for a separate meeting of Independent Directors without the presence of the Company's Management Personnel to discuss matters pertaining to the Company's affairs and put forth their combined views to the Chairman and Managing Director.

As part of the continual familiarization programmes, the independent directors shall also be provided an opportunity to interact with the senior management team of the Company responsible for implementation of decisions taken by the Board and its Committees. Such interaction shall enable them to get better insight of processes and day to day functioning of the company and enable them to assess areas requiring refinement, if any.

Apart from meeting with the management, independent directors shall have access to the Auditors and external advisors of the Company appointed from time to time and may invite them at the separate meetings of independent directors to discuss matters pertaining to the Company's affairs.

6. PROGRAMME AND DISCLOSURE

1. Familiarisation programmes will be conducted on a need-basis throughout the year.
2. Each newly appointed director receives a familiarisation kit that includes essential documents such as the Company's Memorandum & Articles of Association, Annual Reports, Code of Business Conduct & Ethics applicable to directors and employees, and the Code of Conduct for Insider Trading Prohibition Policy. Additionally, a comprehensive appointment letter detailing their roles, responsibilities, performance evaluation process, remuneration structure, and disclosure obligations is provided for acceptance.
3. Whenever a familiarisation programme is conducted, the details will be published on the Company's website, and a corresponding web link will be included in the Annual Report.

7. ADMINISTRATION

The Familiarization programme for Independent Directors will be administered and monitored by the Nomination and Remuneration Committee of the Company.

8. AMENDMENTS

The Board of Directors reserves the right to amend or modify this programme as may be required from time to time to comply with applicable regulations and best practices in corporate governance.

In case of any amendment(s), clarification(s), circular(s) 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 hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), Clarification, circular(s) etc.

Effective Date: 9th March 2025

Approved by: The Nomination & Remuneration Committee & Board of Directors