

UPSURGE INVESTMENT & FINANCE LIMITED

Familiarization Programme for Independent Directors

1. Preamble :

The Regulation 25 of the new SEBI (LODR) Regulation, 2015 with the Stock Exchanges stipulates that:

- a) The Company shall familiarise the Independent Directors 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., through various programmes.
- b) The details of such familiarisation programmes shall be disclosed on the Company's website.

2. Initial familiarisation module :

At the time of appointing a Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected of him as a Director of the Company. The Company conducts an introductory familiarisation program/presentation, when a new Independent Director comes on the Board of the Company.

At the outset, all the independent directors are provided an overview of;

- Criteria of independence applicable to Independent Directors as per Regulation 25 of the new SEBI (LODR) Regulation, 2015 and the Companies Act, 2013;
- Time allocation by the Independent Directors on financial controls, overseeing systems of risk management, financial management compliance, Stakeholders conflicts, Board effectiveness, strategic direction, Meetings and performance assessment;
- Roles, functions, Duties, Responsibilities and liabilities of Independent Directors;
- Directors Responsibility Statement forming part of Boards' Report; 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;

3. Familiarization Process

The Company shall through its Managing Director and Senior Management conduct programs / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company.

4. Familiarization module for Independent Directors

The module will be on following lines and will be restructured as and when necessary

Objective	The Company will follow a orientation programme for the Independent Directors to get them updated on the business and operations of the Company on a continuous basis.
Orientation module for new and existing Directors	Overview of business, operations and business model of the Company.
	Overview of industry in which the Company operates.
	Familiarization on statutory compliances including their roles, rights and responsibilities in the Company as a Board /Committee member.

5. Review of the Program

The Board will review this Program and make revisions as may be required from time to time.