

**FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS OF BLS  
INTERNATIONAL SERVICES LIMITED**

**1. Preamble**

In view of the provisions of Schedule IV to the Companies Act, 2013 read with provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 “SEBI (LODR) Regulations, 2015”, the Directors of the Company should undergo appropriate induction and regularly update to refresh skills, knowledge and familiarity with the Company and its business and its model.

In addition to the above SEBI (LODR) Regulations, 2015 mandates the Independent Directors should familiarise with the Company’s business, their role, duties and responsibilities to discharge their fiduciary duties towards the company vis-à-vis to the shareholder and other stakeholders.

The Policy provides the basic insights into the Company to enable the Independent Directors to understand the Company’s business in depth that would facilitate their active participation in managing the affairs Company.

**2. Initiatives for Induction on joining the Board of the Company**

The New Director will be welcomed to the Board of the Company by sharing the following documents of the Company for his / her references:

- Formal letter of appointment as Independent Director of the Company.
- Memorandum of Association and Articles of Association of the Company.
- Annual Reports of last three consecutive years.
- Criteria of Independence applicable to Independent Directors as per Clause 49 of Listing Agreement and Companies Act, 2013.
- Code of Conduct for Directors and Senior Managerial Personnel.
- Code of Internal Procedures and Conduct for Prevention of Insider Trading.
- Note on Directors roles, functions, duties, responsibilities and liabilities of Independent Directors under the Companies Act, 2013 and Clause 49 of the Listing Agreement.
- A detailed note introducing other directors on the Board of the Company, and also detailing composition of various Committees of the Board, their roles, duties and terms of reference etc.
- Policy of the Company comprising of policies on various business aspects and practices.
- Organizational Chart of the Company and the profile of all the Directors and the Senior Managerial Personnel of the Company.
- List of Contact details of the Directors, Senior Managerial Personnel and their personal / executive assistants.
- Publicity material of the Company that explains the range of services and solutions offered by the Company to its clients.
- Board evaluation process and procedures.

**3. OTHER INITIATIVES TO UPDATE THE DIRECTORS ON CONTINUING BASIS**

- Familiarisation is achieved through broad-based engagement, under which business heads and functional heads are invited to make presentation before the Board in meeting of the Board and committees thereof on matters like financial performance, business operations, Internal Audit Report, Various business opportunities and plans. Quarterly presentations on operations made to the Board which also include information on business performance, operations, Business Strategy and policies, foreign exchange and un-hedging operations, market share, financial parameters, working capital management, fund flows, senior management change, major litigation, compliances, subsidiary information, etc.
- Quarterly results / press release of the Company are sent to the Directors.
- Each member of the Board, including Independent Directors, have been given complete access to the information relating to the Company, whenever they so request.
- One separate meeting for Independent Directors held and attended by majority of independent Directors.
- The Company will endeavor to keep the independent directors abreast of the developments in the industry, upcoming business opportunities, regulatory environment applicable to the corporate sector, market share analysis, senior management changes, major litigation, compliances etc.
- The Company will also appraise them with the business operations of the Company, their roles, rights and responsibilities in the Company and also about the secretarial, legal, sales, marketing, financial, etc aspects of the Company.

Summary of familiarization programs imparted to Independent Directors:

<b>Financial Year</b>	<b>Total number of hours spent by Independent Directors (hours)</b>
2016-17	8.10
2017-18	6.20
2018-19	7.00
2019-20	8.30
2020-21	5.10
2021-22	4.00
2022-23	3.30

**4. DISCLOSURE**

This familiarisation programme shall be posted on the Company's website ([www.blsinternational.com](http://www.blsinternational.com)) and a web link for the same shall also be provided in the Annual Report of the Company.