



FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

Version	Effective Date	Author	Reviewer	Approved by	Notes
1.0	November 08, 2019	Alaka Chanda Company Secretary and Compliance Officer	Ravi Vishwanath - Chief Financial Officer	Board of Directors	First version of the document
2.0	November 06, 2024	Secretarial Department	Alaka Chanda Company Secretary and Compliance Officer	Board of Directors	Annual Policy Review

TeamLease Services Limited Restricted

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Amendment: Any change in this Familiarization Programme of Independent Directors shall be approved by the Board of Directors of the Company. The Board of Directors shall have the right to withdraw and / or amend any part of this Familiarization Programme or the entire Familiarization Programme, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.



1. PREAMBLE

The Schedule IV of the Companies Act, 2013 and Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”) mandates the Company to familiarize the Independent Directors about the Company through various programmes.

2. PURPOSE

- The Program aims to provide insights into the Company to enable the Independent Directors to understand its business in depth and contribute to the strategy and overseeing of the Company. The Company provides sufficient information to familiarize the Independent Directors in the following areas:
 - Familiarization with the Company;
 - Roles, Rights and Responsibilities;
 - Nature of Industry and the Business Model of the Company.
- To adopt a structured program for orientation and training of Independent & Non-Executive Directors at the time of their joining so as to enable them to understand the Company - its operations, business, industry and environment in which it operates.
- To update the Directors on a continuing basis on any significant changes therein so as to be in a position to take well-informed and timely decisions.

3. FAMILIARIZATION AND CONTINUING EDUCATION PROCESS

The Company through its Managing Director / Executive Director / Key Managerial Personnel conducts programs / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company.

Such programs / presentations provide an opportunity to the Independent Directors to interact with the Senior Management 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 programs/presentations also familiarize the Independent Directors with their roles, rights and responsibilities.



4. THE COMPANY UNDERTAKES AN INITIAL AND ONGOING FAMILIARIZATION PROGRAMME AS BELOW –

A. Initial Familiarization:

When a new Independent Director comes on the Board of the Company, a meeting is arranged with the Chairperson, Managing Director, Chief Financial Officer to discuss the functioning of the Board and the nature of the operation of the Company's business activities.

At the time of appointing an Independent Director, a detailed Appointment Letter incorporating the role, duties and responsibilities, remuneration and performance evaluation process, insurance cover, Code of Conduct and obligations on disclosures, is issued for the acceptance of the Independent Directors.

At the outset, all the Independent Directors are provided with an overview of the regulatory framework and more specifically –

- Criteria of independence applicable to Independent Directors as per the Companies Act, 2013;
- Code of Conduct of Directors and Insider Trading Regulations;
- Performance Appraisal & Evaluation process;
- Disclosures and Business Interests;
- Term including Remuneration;
- Policies inclusive of Vigil Mechanism Policy;
- Risk Management Systems & Policies;
- Schedule of upcoming Board and Committee meetings; and
- Copy of latest Annual Report

B. Ongoing Familiarization:

- The Company shall through its Executive Directors / Senior Managerial Personnel conduct programs / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company;
- Such programs provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, and product offerings. It also provides insights on the geographical spread, organization structure, finance, human resources, risk management and such other areas as may arise from time to time.



- The presentations at Board & Committee Meetings made by Senior Officials include regular updates on regulatory and business environment, Business Plan, risk management framework, internal audit & controls, cyber security, compliance reports, tax & treasury reports, key accounting matters, CSR, HR initiatives, Digitalization & Technology initiatives and company policies and other relevant issues.
- These meeting and discussions also facilitate the Directors to provide their inputs and suggestions on various strategic and operational matters;
- Independent Directors have the freedom to interact with the Company's management and the senior leadership team of the Company. Presentations are made regularly to the Board of Directors / Audit Committee (AC) (Minutes of AC and other Board Committees are circulated to the Board);
- The programs / presentations shall also familiarize the Independent Directors with their roles, rights and responsibilities;
- The Company also shall circulate news and articles related to the industry on a regular basis and will provide specific regulatory updates from time to time, as relevant to the Directors;
- The Directors are informed of the important developments in the Company, major stock exchange announcements, press releases etc;
- The Company may conduct an introductory familiarization program / presentation, when a new Independent Director comes on the Board of the Company;
- At various Board Meetings during the year, presentations are made to the Board on safety, health and environment and sustainability issue, risk management, company policies, changes in the regulatory environment applicable to the corporate sector and to the industry in which it operates business excellence under the TeamLease Business Model with areas of improvement and other relevant issue;
- The Directors are also kept abreast of the Company's and its subsidiaries performance/operations/ updates/ major developments affecting the business by various reports on quarterly basis;
- One-on-one meetings with the Statutory Auditors and Internal Auditors are organized which facilitates discussion on audit effectiveness;
- Quarterly presentations on operations made to the Board include information on business performance, operations, market share, financial parameters, working capital management, fund flows, senior management change, major litigation, compliances, subsidiary information, donations, regulatory scenario etc; and
- Separate meetings of the Independent Directors are also organized to enable them to interact and discuss about the performance of the Company and the Board, risk faced by it, competition, strategy, leadership strengths and weaknesses, governance, compliance, board evaluation,



enabling them to exchange valuable views and making their suggestion to the Chairman and the other Board Members;

The Company facilitates real time access of all the relevant information and documents to the Board Members through an application which can be accessed by the Directors on their Laptops/iPads.

C. Familiarization of Regulatory Framework:

The Independent Directors are advised from time to time, of the compliances required from him/her under the Companies Act, 2013, LODR, and other relevant regulations and requisite affirmations are taken with respect to the same.

5. DISCLOSURE OF THE POLICY

The Policy shall be uploaded on the Company's website for public information and a web link for the same shall also be provided in the Annual Report of the Company.

Further, details of familiarization programs imparted to Independent Directors including the following details shall be made available on the website:-

- Number of programs attended by independent directors (during the year and on a cumulative basis till date);
- Number of hours spent by independent directors in such programs (during the year and on cumulative basis till date); and
- And other relevant details

6. REVIEW OF THE POLICY

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