



FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

1. Preamble:

Pursuant to the Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company shall familiarize the independent directors through various programmes including the following:

- a) nature of the industry in which the listed entity operates;
- b) business model of the listed entity;
- c) roles, rights, responsibilities of independent directors; and
- d) any other relevant information.

2. Purpose:

The purpose of the programme is to enable the Independent Directors to understand the Company’s business in depth (Industry and its operations) and to know their roles, duties and responsibilities in the company which will enable them to be in a position to take well-informed timely decisions and contribute significantly to the Company.

3. Familiarization Process adopted by the Company

Initial Familiarization

- 3.1. At the time of appointing a new Independent Director, a formal letter of appointment is given to the Director stating the terms of appointment, role, responsibilities, functions and fiduciary duties expected of him as a Director of the Company.
- 3.2. By way of Introduction to the Company, The Company shall conduct an introductory familiarization program / presentation when a new Independent Director comes on the Board of the Company on relevant information like overview of the Company’s businesses, market and business environment, growth and performance, and governance.
- 3.3. The new Directors shall be updated about the Company, its subsidiaries, associates, its functioning, the organizational setup, operations, internal control system and other relevant information related to the Company.



THE PHOENIX MILLS LIMITED

- 3.4. The Directors shall also be provided with the Companies Code of Conduct, Insider Trading Code, Annual Report, key internal policies and other relevant documents which will help them getting the insight about the Company.

Continual Familiarization

- 3.5. The Company shall on-an ongoing basis present at the Board and Committee meetings the update on Company's operations, financials, business performance, risk management framework, strategies, working capital management and other related matters to familiarize the Independent Directors with the performance and functioning of the Company.
- 3.6. Apart from the quarterly and annual financial results, minutes of the Board and Committee meetings, quarterly updates and press releases and mid quarter updates shall be regularly circulated to the Directors to keep them updated with the significant developments in the Company.
- 3.7. The Company shall also circulate news and articles related to the Company and its operations on a regular basis and provide specific regulatory updates from time to time.

4. Disclosure of the Policy

- 4.1. This "**Familiarization Program for Independent Director**" shall be uploaded on the Company's website for public information and a web link thereto shall also be provided in the Annual Report of the Company.

5. Review of the Program

- 5.1. The Board shall periodically review this Program to determine its appropriateness and make revisions as may be required. The Board shall have the authority to amend the Policy, if required.



In terms of regulation 46(2) of the Listing Regulations the details of familiarization programmes imparted to independent directors as on March 31, 2023 is as follows:-

Sr. No.	Name of Directors	No. of Programmes/ Meetings attended		No. of Hours spent	
		During the FY 2022-23	Cumulative till date from April 1, 2019	During the FY 2022-23	Cumulative till date from April 1, 2019
1.	Mr. Amit Dalal*	4	15	11 Hours	51 Hours
2.	Mr. Amit Dabriwala*	15	56	17 Hours	78 hours
3.	Mr. Sivaramakrishnan Iyer*	6	25	12 Hours	55 Hours
4.	Ms. Shweta Vyas#	13	51	16 Hours	77 Hours

*Re-appointed as an Independent Director for a second term of 5 years w.e.f. April 1, 2019

#Re-appointed as an Independent Director for a second term of 5 years w.e.f. October 14, 2019