

RYDAK SYNDICATE LIMITED



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FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

This Familiarization Programme (“the Programme”) for the Independent Directors (‘IDs’) of Rydak Syndicate Limited (“the Company”) has been designed and adopted by the Board of Directors of the Company considering the specific needs of Corporate Governance and the expected obligations of the Independent Directors in view of the onerous responsibility conferred by the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

1. Purpose:

The aim of this Programme is to provide insights into the Company to enable the Independent Directors to obtain an in-depth understanding of its business and contribute significantly to the Company.

2. Familiarization Process:

2.1 The Company shall periodically conduct Programmes/ Presentations to familiarize the IDs on the following aspects pertaining to the Company:

- a. Their roles, rights and responsibilities as under:
 - i. helping to bring in an independent judgment to bear on the Board’s deliberations especially on issues of strategy, performance, risk management, resources, appointments and standards of conduct;
 - ii. bringing in an objective view in the performance evaluation of the Board and management;
 - iii. analyzing the performance of management in meeting its goals and objectives and monitoring the reporting of performance;
 - iv. safeguarding the interests of all stakeholders, especially minority shareholders;
 - v. balancing the conflicting interests of the stakeholders;
 - vi. satisfying itself of the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
 - vii. determining appropriate levels of remuneration of executive directors, key managerial personnel and senior management and having a key role in recommending appointment and/or removal of such executive directors, key managerial personnel and senior management;
 - viii. moderating in situations of conflict between interest of the management and shareholder’s interest.

b. The nature of industry in which the Company currently operates:
Rydak Syndicate Limited is engaged in harvesting, manufacturing and selling of tea. The Company grows and manufactures tea in its 6 Estates (3 of which are located in the Dooars and 3 in Assam).

2.2 Such Programmes/ presentations will provide an opportunity to the IDs to interact with the senior leadership team 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;

2.3 The program if necessary shall be conducted in such a manner so as to facilitate and convenience the Independent Directors and enable them to attend the same in view of their busy schedules.

2.4 The Company may circulate news and articles related to the industry on a regular basis and may provide specific regulatory updates from time to time; and

2.5 The Company may conduct an introductory familiarization programme/ presentation, whenever a new ID comes on the Board of the Company.

3. Meeting of the IDs:

The Independent Directors of the Company shall hold at least one meeting in a year, without the attendance of non-independent directors and members of management to discuss various issues relating to the operations of the Company. All the Independent Directors of the Company shall strive to be present at such separate meeting.

4. Disclosure of the Policy:

This 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.

5. Review of the Programme:

The Board of Directors of the Company, may from time to time, review and make revisions or amendments to this Programme as may be required.
