

## FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTOR

The Familiarization Program (“the Program”) for Independent Directors of Scanpoint Geomatics Limited (“the Company”) has been adopted by the Board of Directors pursuant to Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

### 1. Purpose and Objective:-

The program formulated with the objective of making the Independent Directors of the Company accustomed to their roles and responsibilities is divided into various modules with emphasis on:

- ✓ Roles, Rights and Responsibilities - Board dynamics & functions
- ✓ Strategy, Operations and functions of the Company.

The Program has been designed considering the specific needs of contemporary Corporate Governance and the expected obligations of Independent Directors in view of the onerous responsibility conferred by the Companies Act, 2013 and the Listing Regulations as amended from time to time.

### 2. Overview of the Familiarisation process

The Company through its Managing Director / Executive Director / Key Managerial Personnel conducts Programmes / Presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company. Such Programmes /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 Program also aims to offer a conceptual framework based upon current expectations which require the Independent Directors to adhere to a code and standard of ethics and integrity for fulfillment of their responsibilities in a professional and faithful manner to promote confidence of the investor community particularly minority shareholders, regulatory authorities and the stakeholders at large.

The **Familiarisation process includes :-**

#### a) At the time of the appointment

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. A detailed Appointment Letter incorporating the role, duties, Code of Conduct and obligations on disclosures, is issued for the acceptance of the Independent Directors.

**b) Regular Familiarisation modules**

- i. Presentations on the business and performance of the Company are made at the Board Meetings to familiarize the Independent Directors with the strategy, operations and functions of the Company. The Programme aims to provide insights into the Company to enable the Independent Directors to be in a position to take well-informed timely decisions and contribute significantly to the Company.
- ii. Each director of the Company has complete access to any information relating to the Company.
- iii. Board Members are promptly updated on any change and new development with regard to relevant regulatory requirement such as SEBI regulations, Companies Act etc.
- iv. Familiarisation programmes are also proposed to be conducted on need basis during the term of the directors
- v. The Board members are also made aware about the compliances applicable on the Company by way of quarterly compliances report.
- vi. Independent Directors have the freedom to interact with the Company’s management during the Board/ Committee of Directors meetings or otherwise.

**3. 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.

**4. Review of the Program**

The Board will review this program and make revisions as may be required

**5. Details of Familiarization session**

Particulars	During the Year	Cumulative till date
Number of programmes attended by Independent Directors (during the year and on a cumulative basis till date)	1	7
Number of hours spent by Independent Directors in such programmes (during the year and on cumulative basis till date)	1.5 hour	24 hours