

FYNX CAPITAL LIMITED  
(formerly known as Rajath Finance Limited)

**FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS**

[In terms of Schedule IV of the Companies Act, 2013, Regulation 25 and 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]]

Background:

Regulation 25(7) of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), requires listed companies to conduct familiarization program for the Independent Directors so as to familiarize them with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc.

Further, listed companies are required to disseminate information about the details of familiarization programs imparted to Independent Directors on its website, as prescribed under Regulation 46 (2) of SEBI LODR.

Part III of Schedule IV of the Companies Act, 2013 ("**the Act**") requires the independent directors to regularly undertake induction for updating and refreshing their skills and knowledge and familiarity with the company. The said Schedule also lays down the roles, responsibilities and the duties to be performed by independent directors.

Familiarization Program for Independent Directors

FYNX CAPITAL Limited facilitates the members of its Board to familiarize themselves with the industry and its operations. All the Independent Directors are made aware of roles and responsibilities at the time of appointment through a formal letter of appointment, which also stipulates various terms and conditions of their engagement.

The Company also on regular basis, familiarizes the Independent Directors on following matters:

- Company operations
- Business strategy
- Review of Strategic Investments
- Market Condition
- Business opportunities
- Internal control processes
- Changes in the regulatory framework and business environment having an impact on the Company
- Presentations on internal control over financial reporting, Indian Accounting Standard, SEBI

LODR, etc.

- Fundraising opportunities.
- External training programs are provided through seminars, conferences, workshops, etc.

The independent director is also explained in detail the compliances required from him/her under the Act, SEBI LODR and other relevant regulations and his/ her affirmation is taken with respect to the same.

With a view to familiarize him/her with the Company's operations, the Chairman/Managing Director interacts with the independent director on an individual basis regarding the organizational set up, the functioning of various divisions / departments, the Company's market share and the markets in which it operates, governance and internal control processes and other relevant information pertaining to the Company's business.

The above initiatives helps the independent director to understand the Company, its business and the regulatory framework in which the Company operates and equips him/her to effectively fulfill his/ her role as an independent director of the Company.

Continual familiarisation:

The Company will follow a structured orientation programme for the independent directors to understand and get updated on the business and operations of the Company on a continuous basis.

The continual familiarisation shall, *inter alia*, include regular inputs on strategy and business model of the Company, budgeting and planning, performance of various business verticals, statutory reporting including internal audit reports,

SEBI audit reports and compliance related certifications and overview of business of subsidiaries on an on-going basis through the Chairman/ Managing Director/Chief Financial Officer and the key managerial personnel.

The Company will also 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, service and product offerings, markets, organisation structure, facilities and risk management and such other areas.

Presentations are made to the Board of Directors and the Audit Committee, as the case may be (minutes of the audit committee, and other Board committees are circulated to the Board), where Directors get an opportunity to interact with Executive Committee members and business heads.

#### Disclosure:

Familiarisation programmes will be conducted on an "as and when needed" basis during the year.

As and when a familiarisation programme is conducted, the same will be disclosed on the website of the Company and a web link thereto shall also be given in the Annual Report of the Company.

#### REVIEW:

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

Details of programs conducted

The details of familiarization programs imparted to Independent Directors of the Company areas follows:

#### **Independent Directors**

**Number of programs / meetings attended**

**Number of hours attended**

**FY \_**

**Cumulative(Till date)**

**FY \_**

**Cumulative (Till date)**