

RUNIT INVESTEMTS CO. LTD.

Familiarisation Programme for Independent Directors

Preamble

As per Schedule IV & Section 149(8) of the Companies Act, 2013, the Company is required to conduct familiarization programme for Independent Directors to familiarize them with the Company, about their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. through various programmes.

Purpose & Objective

The Programme aims to provide insights into the Company to enable the Independent Directors to understand their roles, rights, responsibilities in the Company and get updated on the business and operations of the Company and contribute significantly to the Company.

Details of Familiarization Programme

The Company has over the years have familiarized the Independent Directors from time to time in the board meetings/committee meetings with presentation about the Company's operations, business plans and performance, nature of industry in which the Company operates. Mr. Navin Kumar Bhartia, Chief Executive Officer of the Company provided them details about of the Company, nature of industry in which the Company operates, major challenges faced by the Company and the various options available to deal with the current situation.

The Independent Directors were also provided with an overview of:

- 1) Criteria of independence applicable to Independent Directors as per Section 149(7) of the Companies Act, 2013;
- 2) Compliance Personnel on whom reliance can be placed by the Independent Directors;
- 3) Roles, functions, duties, responsibilities and liabilities of Independent Directors;
- 4) Directors Responsibility Statement forming part of Board's Report;
- 5) Vigil Mechanism including policy formulation, disclosures, code of Independent Directors, Fraud response plan, obtaining Audit Committee approval, wherever required;
- 6) Risk Management Systems & framework;
- 7) Dealing with Related party transactions under the Companies Act, 2013 and the Listing agreement;

8) Board Evaluation Process and Procedures.

The Independent Directors were also explained in detail the compliances required from them under the Companies Act, listing agreement and other relevant regulations

New Director

The new director is welcomed to the Board of Directors of the Company by sharing the following documents of the Company for his/her reference.

- a) Memorandum and Articles of Association
- b) Latest Annual Report
- c) Code of Business Conduct and Ethics for Directors and Senior Management
- d) Code of Conduct for Prohibition of Insider Trading
- e) Whistle Blower Policy
- f) Various Disclosures and Declarations

Meeting with statutory Auditors

Independent Directors meet quarterly with the Statutory Auditors without the presence of any management personnel to enable them to discuss matters pertaining to the company's affairs and put forth their combined observations to the Board of Directors of the Company.

Programme and disclosure:

Other than presenting the yearly business plan, Budgets and review of actual vis a vis budgets, familiarization programme will be conducted "as needed" basis during the year