

# **STEP TWO CORPORATION LIMITED**

## **Familiarization Programme for Independent Directors**

(As approved by the Board of Directors on 30.11.2016)

### **PREAMBLE**

Schedule IV of the Companies Act, 2013 and the Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates the Company to familiarize the Independent Directors in the following areas:

- Familiarization with the Company;
- Roles;
- Rights and Responsibilities;
- Nature of Industry; and
- Business model of the Company.

### **OBJECTIVES**

To adopt a structured programme for orientation and training of the Independent Directors at the time of their joining so as to enable them to understand the Company- its operations, business, industry and environment in which it functions. The Company shall follow a structured orientation and training programme for the Independent Directors to understand and get updated on the business and operations of the Company on a continuous basis.

The Program aims to provide insights into the Company to enable the Independent Directors understand their roles, rights and responsibilities and to get updated on the Company' Business & Operations so that they may contribute significantly to the Company.

### **IMPLEMENTATION**

Step Two Corporation Limited ("STCL") proposes to implement the following programmes to familiarize the Independent Directors with the Company:

1. Industry overview, Business model of the Company and a brief introduction about the Company, its subsidiaries and Associates (wherever applicable), its Mission, Vision and Values Statement and providing Latest Annual Report.
2. A detailed appointment letter incorporating the role, duties and responsibilities is issued.
3. Providing Code of Conduct for Prevention of Insider Trading and Code of Conduct for Directors and Senior Management.
4. Providing an overview of the Roles, functions, Duties, Responsibilities and liabilities of Independent Directors as provided in the Companies Act, 2013 and Criteria of Independence applicable to the Independent Director as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013.

5. Providing an overview of Directors Responsibility Statement forming part of Boards' Report.
6. Board evaluation process and procedures.
7. Visits to STCL's business locations.
8. Technical sessions by external consultants/ experts outlining the roles, duties and responsibilities of Independent Directors from Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 perspective.

#### **PROGRAMME AND DISCLOSURE**

- Familiarization programme will be conducted for new and continuing Independent Directors on "as needed" basis during the Year.
- A web link thereto shall also be given in the Annual Reports of the Company.