



OCTAL CREDIT CAPITAL LIMITED

CIN – L74140WB1992PLC055931

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The familiarization programme for Independent Directors is outlined herein pursuant to Regulation 25 (7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (hereinafter referred to as the “Listing Regulations”) and amendments thereof, if any, read with Code of Independent Directors (Schedule IV) as per Companies Act 2013.

The familiarization programme aims to provide Independent Directors with the environment, in which the Company operates, the business model, the operational and financial performance of the Company, so as to enable them to take well informed decisions in a timely manner. The familiarization programme also seeks to update the Independent directors on their roles, responsibilities rights and duties under the Companies Act 2013 and other relevant regulations. As per Listing Regulations, the details of the Familiarization programme for Independent Directors shall be disseminated on the website of the Company.

The Policy provides the basic insights into the Company to enable the Independent Directors to understand the Company’s business in depth that would facilitate their active participation in managing the affairs of the Company.

At the time of induction of the newly appointed Independent Director (ID), he/she is apprised adequately about the Company, its latest financial statements and their analysis, its business model, Industry scenario, competition, significant recent developments and also the Board processes by the Chairman, Managing Director, the Chief Financial Officer and the Company Secretary. In addition, the following documents are also provided for his/her references:

- Annual Report of last three consecutive years the Company;
- Criteria of Independence applicable to Independent Directors as per Regulation 16 of the SEBI (LODR) Regulations, 2015 and Section 149 of the Companies Act, 2013 along with Code of Independent Director as per Schedule IV of Companies Act, 2013.
- Memorandum and Articles of Association of the company
- Code Of Conduct For Regulating, Monitoring And Reporting Of Trading By Insiders as amended from time to time;
- Code of Conduct for Board of Directors and Senior Management as amended from time to time;
- Vigil Mechanism/Whistle Blower Policy.
- Policy on the Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act 2013.
- Policy on materiality of Related Parties Transactions;
- Policy for Determination of Materiality of Events, Policy for Preservation of Documents
- Other relevant documents, if any.

❖ Apart from Independent Directors, Non-Executive Directors are also eligible to attend the familiarization programmes.

❖ The Independent Directors are made aware of their role and responsibilities and duties at the time of their appointment through a formal letter of appointment, which also stipulates their roles and responsibilities and various terms and conditions of their appointment.

16A, Shakespeare Sarani, Unit II, 2nd Floor, Kolkata 700 071 (India)

Phone: (033) 2282-6815, 2282-6818, 2282-6899 | Fax: (033) 2231-4193

E-mail : octal1@cal2.vsnl.net.in, octalcredit1992@gmail.com, website : www.occl.co.in



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- ❖ Such programmes /presentations provide an opportunity to the Independent Directors to interact with the senior personnel of the Company and help them to understand their roles, as individual directors and the members of the Board and its various committees and brief awareness of their responsibilities, rights and duties as well as with the business model of the company. The directors were made familiar with the changing view of Laws & regulations and all its compliances in letter and spirit. There was further familiarization about the risk applicable to the business and how management is focusing their best to mitigate the risk by several mitigation ways. Also make them aware of Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resource, quality, facilities and risk management and such other areas as may arise from time to time.
- ❖ Regular updates on relevant statutory and regulatory changes are regularly circulated to the Directors.
- ❖ Independent Directors are made to familiarize with the website of the company.
- ❖ When a new Independent Director comes on the Board of the Company, a meeting is arranged with the Managing Director/ Chairman/Company Secretary to discuss the functioning of the Board and the nature of the operation of the Company's business activities.
- ❖ Familiarization program will be conducted during the year as and when required.

Details as per Regulation 46(2)(i) of SEBI (Listing Obligations & Disclosure Requirements) 2015, of the familiarization programme imparted to Independent Directors during the year 2021-2022 are highlighted below:

Date of Programme	Topic Covered
19.04.2021	MCA notification dated 18 th March, 2021- Amendments to Schedule V of Companies Act 2013
05.08.2021	RBI Circular No. RBI/2021-22/25 dated April, 27, 2021, w.r.t. <i>Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs)</i> read with Frequently asked Questions issued by RBI dated 11 th June 2021
12.11.2021	RBI Circular- RBI/2021-22/112 DOR.CRE.REC.No.60/03.10.001/2021-22 w.r.t. Scale Based Regulation (SBR): A Revised Regulatory Framework for NBFCs dated 22 nd October, 2021
12.02.2022	SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2021 and SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 read with SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 w.r.t. Disclosure obligations of listed entities in relation to Related Party Transactions

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