



SUNGOLD
CAPITAL LIMITED

**FAMILIARISATION PROGRAMMES FOR
INDEPENDENT DIRECTORS**

SUNGOLD CAPITAL LIMITED
(CIN: L65910GJ1993PLC018956)

Familiarization Programme for Independent Directors

Introduction

In terms of Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) the Company is required to familiarise its Independent Directors through various programmes about the Company, including the following:

- nature of the industry in which the company operates;
- business model of the company;
- roles, rights, responsibilities of independent directors; and
- any other relevant information.

Further, Regulation 46(2) read with Regulation 62(1A) of the Listing Regulations requires the Company to disseminate on its website the details of familiarisation programmes imparted to independent directors including the following details:

- a) number of programmes attended by independent directors (during the year and on a cumulative basis till date),
- b) number of hours spent by independent directors in such programmes (during the year and on cumulative basis till date), and
- c) other relevant details.

Considering that ‘Sungold’ is a having interests Banking and financial businesses, it is important that the Independent Directors are well versed with the business and related activities, including but not limited to the nature of industry, products, markets, operations, subsidiaries and its businesses, policies, regulatory aspects affecting the Company, etc. This is achieved through a structured familiarisation plan.

The Company believes that effective familiarisation program helps the Independent Directors not only to have greater insight into Company’s business but also contributes effectively in decision making at Board / Committee meetings.

Need for familiarisation is also identified through Directors’ performance evaluation process.

Familiarisation after appointment on the Board

The Directors on their appointment are taken through a detailed induction programme, which covers the history, culture and background of the Company and its growth over the last several decades, various milestones in the Company’s existence since its incorporation, the present structure and an overview of the businesses and functions.

The Company arranges site visits to the manufacturing facilities of the Company apprising the Directors about operations of the Company and its subsidiaries, internal policies and practices, regulatory framework etc.

The Independent Directors are provided with an induction kit and the appointment letter contains inter alia their role, duties & responsibilities, insurance coverage etc.

The induction kit for new directors includes annual reports, memorandum and articles of association of the Company, Code of Conduct and other corporate governance policies, composition of various board committees along with their terms of reference etc. including guidance on the regulatory framework.

Continual Familiarisation Programme

Familiarisation is achieved through broad-based engagement, under which various business heads and functional heads (including those of key subsidiaries) are invited for group/one-on-one interaction with the Independent Directors to enable them get a better understanding of the business and operations.

Regular interactions are held between statutory and internal auditors and independent directors. Monthly / quarterly updates on relevant statutory, regulatory changes and landmark judicial pronouncements encompassing important laws are circulated to the Directors. The Directors are also informed of key developments in the Company.

Learning and development sessions for Board Members are conducted, as may be required, by internationally acclaimed external expert on relevant business topics. The internal newsletters of the Company, the press releases, news in media about the Company are circulated to all the Directors so that they are updated about the operations of the Company.

Certain programme / activities are merged with the Board/Committee meetings to suit the convenience of Directors. Also, individual programmes are conducted separately, as and when required.

During the financial year 2024-25, following major areas / topics were covered under the familiarisation programmes:

Area	Topics	Delivered by	Mode
Business and Industry	<ul style="list-style-type: none"> ● Business and Operational performance of the Company ● Industry outlook ● Overall strategy plan of the Company ● Update on availing referral and data analytics services 	MD/ CFO/ Business/ Functional heads, if any	Board / Committee Meetings
Financial and Treasury	<ul style="list-style-type: none"> ● Financial performance and overview 	MD/CFO/Statutory Auditors	Board / Committee Meetings
Risk Management	<ul style="list-style-type: none"> ● Integrated Risk Management Reporting ● Various risks and mitigation plan ● Cyber threats and resilience 	MD&CEO/ CFO/ CRO/ Business/ Functional head	Board / Committee Meetings
Environment , Social and Governance	<ul style="list-style-type: none"> ● CSR initiatives and annual action plan, if applicable ● Evolving Business Responsibility and Sustainability Reporting mandate , if applicable ● ESG initiatives and Annual Plan ● Environmental Social and Governance reporting metrics, systems, reasonable assurance and sustainability disclosures ● Overview on Corporate Governance & stakeholder engagements 	MD&CEO/ Functional heads / ESG team	Board / Committee Meetings
Legal and Regulatory Compliance	<ul style="list-style-type: none"> ● Presentation of compliances under various applicable laws ● Various activities carried out by the Company's Registrar & Transfer Agent (RTA) ● Emerging developments in Anti-Money Laundering (AML), Combating the Financing of Terrorism (CFT), and KYC practices ● Updates on legal and regulatory environment in India including recent changes in criminal laws ● Updates on regulatory challenges and key global regulatory changes ● Other regulatory changes and impact 	Company Secretary and Compliance officer and Representative of RTA	Board / Committee Meetings

Majority of the Independent Directors of the Company are well versed with the industry, business operations, policies/ practices of the Company.

Details of familiarisation programmes imparted to Independent Directors during the financial year 2024-25

Sr. No	Programme Details	Name of Independent Directors			
		Ms. Moksha Shah	Mr. Avinash Nolkha	Ms. Karishma Kaku	Mr. Uma Maheshwara Rao Sikhinam
1.	Business and Industry	2	2	1	1
2.	Financial and Treasury	1	1	1	1
3.	Risk Management	0.5	0.5	0.5	0.5
4.	Environment, Social and Governance	0.5	0.5	0.5	0.5
5.	Legal and Regulatory Compliance	1	1	1	1
	Total duration	5	5	4	4

On cumulative basis from FY 2023-24 to FY 2024-25

Name of the Directors	No. of Programmes / meetings attended		No. of hours spent	
	During FY 2024-25	Cumulative	During FY 2024-25	Cumulative
Ms. Moksha Shah	5	5	5	5
Mr. Avinash Nolkha	5	5	5	5
Ms. Karishma Kaku	10	10	9	9
Mr. Uma Maheshwara Rao Sikhinam	10	10	9	9
