

## **DECIPHER LABS LIMITED**

### **FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS**

#### **Preamble:**

This Familiarization Program (“the Program”) for Independent Directors of **DECIPHER LABS LIMITED** (“the Company”) has been adopted by the Board of Directors pursuant to SEBI Listing Regulations, 2015.

In accordance with requirements of Regulation 25 (7) of SEBI Listing Regulations and Schedule IV of the Companies Act, 2013, the Company shall familiarize the Independent Directors 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., through various programs.

#### **Purpose & Objective:**

The Program 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 & Operations of the Company and contribute significantly to the Company.

#### **Details of Familiarization Programme & Visit to the company:**

The Independent Directors get the opportunity to visit various Company’s Premises, to enable them to have full understanding of Operations & Processes that are followed by the Company and the Industry in which it operates.

The independent directors were provided an overview of;

- 1) Criteria of independence applicable to Independent Directors as per the Listing Regulations on Corporate Governance and the Companies Act, 2013;
- 2) Compliance Personnel/Achievers, on whom reliance can be placed by the Independent Directors;
- 3) Time allocation by the Independent Directors on financial controls, overseeing systems of risk management, financial management compliance, Corporate Social Responsibility, Stakeholders conflicts, Board effectiveness, strategic direction, Meetings and performance assessment;

- 4) Roles, functions, Duties, Responsibilities and liabilities of Independent Directors;
- 5) Directors Responsibility Statement forming part of Boards' Report;
- 6) Vigil Mechanism including policy formulation, disclosures, code for Independent Directors, Fraud response plan obtaining Audit Committee approval, wherever required;
- 7) Risk Management systems& framework;
- 8) Board evaluation process and procedures;
- 9) Dealing with the related party transactions under the Companies Act, 2013 and the listing Regulations.
- 10) Internal Financial Controls and
- 11) Loans and Investments under the Companies Act, 2013.

**Programme and disclosure:**

- i. Familiarization programme will be conducted "as needed" basis during the Year.
- ii. As and when familiarization programme is conducted, the same will be disclosed on the website of the Company and a web link there to shall also be given in the Annual Report of the Company.