**GTL INFRASTRUCTURE LIMITED**
**FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

Pursuant to Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 programmes.

Pursuant to Schedule IV to the Companies Act, 2013, the Independent Directors shall regularly update and refresh their skills, knowledge and familiarity with the Company.

**OBJECTIVES:**

The familiarization programme aims to provide Independent Directors with the Telecom Industry scenario, the socio-economic environment in which the Company operates, the business model, the operational and financial performance of the Company, to update the Independent Directors on a continuous basis on significant developments 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 the roles, responsibilities rights and duties under the Companies Act 2013 and other relevant legislations.

**INDUCTION, TRAINING AND FAMILIARISATION PROGRAMME FOR THE INDEPENDENT DIRECTORS**

- On appointment, the concerned director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments.

- Each newly appointed Independent Director is provided an insight into the Company's business and also requested to peruse the Company's website providing host of information on business and financial fronts including required disclosures such as financial results, announcements, various policies of the Company etc.

- Every Director of the Company on their appointment is handed over with a copy of Policy Dossier *inter-alia* containing:

    - Role of Chairperson;
    - Role of CEO;
    - Role of COO;
    - Code of conduct for Directors and Senior Management;
    - Code of Independent Directors;
    - Selection Criteria for Independent Directors;
    - Role of Non-Executive Directors
    - Selection Criteria for Non-Executive Directors;
    - Selection Criteria for Executive Directors and Key Managerial Personnel;

- Compensation Policy for Directors, Key Managerial Personnel and Senior Management
- General Terms of Appointment of Directors;
- Duties of Board of Directors
- Scheduling & Selecting Agenda items for Board Meeting
- Policy on Prohibition
  (1) of Insider Trading,
  (2) of Fraudulent & Unfair Trade Practices relating to Securities Market
  (3) on Forward Dealings In Securities
- Code of Ethics

- On appointment, every director of the Company is also handed over with copies of current policies.

- At various Board meetings during the year, presentation will be made to the Board on the operations of the Company, financials, risks and mitigation plans, compliances, major litigation, regulatory scenario etc.

- The Company Secretary forwards communications received from authorities / other bodies giving insights on regulatory issues for enabling the directors acclimatize with the changing environment.

- The Company Secretary will give presentations / forward detailed information about major changes in the Companies Act, 2013 and other relevant regulations that will have a bearing on the functioning of Independent Directors.

- On the matters of specialized nature, the Company engages outside experts /consultants for presentation and discussion with the Board members as and when necessary.

**REVIEW:**

- The programme shall be periodically reviewed and brought in conformity with statutory and regulatory requirements, if any.

## DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTOR

| Programme No. | Nature / Subject of programme | Day / Date | Time Duration | No. of programmes attended | | No. of hours spent | |
|---|---|---|---|---|---|---|---|
| | | | | During the year | Cumulative | During the year | Cumulative |
| 01 | Ind-AS | Tuesday, March 7, 2017 | 2 hours | F.Y. 2016-17 - 01 | 01 | F.Y. 2016-17 – 02 | 02 |
| 02 | Resolution of Stressed Assets – Revised Framework | Thursday, March 22, 2018 | 1 hour | F.Y. 2017-18 - 01 | 02 | F.Y. 2017-18 – 01 | 03 |
| 03 | SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and its Recent Amendments | Friday, March 22, 2019 | 1 hour | F.Y. 2018-19 - 01 | 03 | F.Y. 2018-19 – 01 | 04 |
| 04 | SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – brief overview | Friday, March 13, 2020 | 1 hours | F.Y. 2019-20 -01 | 04 | F.Y. 2020-21 -01 | 05 |
| 05 | SEBI Consultation Paper on Regulatory Provisions related to Independent Directors | Friday, March 12, 2021 | 2 hours | F.Y. 2020-21 -01 | 05 | F.Y. 2020-21 -02 | 07 |
| 06 | Webinar on "Company, Securities and Insolvency Law - Recap of Recent Regulatory & Legal Updates" | Friday, December 02, 2022 | 2 hours | F.Y. 2022-23 -01 | 06 | F.Y. 2022-23 -02 | 09 |
| 07 | Webinar on "Company, Securities and Insolvency Law - Recap of Recent Regulatory & Legal Updates" | Friday, March 01, 2024 | 2 hours | F.Y. 2023-24 -01 | 07 | F.Y. 2023-24 -02 | 11 |
| 08 | Webinar on "Q&A on Industry Standards on Minimum Information to be provided for Approval of RPT" | Friday, March 07, 2025 | 2 hours | F.Y. 2024-25 -01 | 08 | F.Y. 2024-25 -02 | 13 |

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| 09 | Webinar on "RPT Reforms: Proposed Amendments & Industry Impact" | Friday, August 22, 2025 | 2 hours | F.Y. 2025-26 -01 | 09 | F.Y. 2025-26 -02 | 15 |
| 10 | Webinar on "Insider Trading in India : Legal framework, pitfalls and preventive measures " | Friday, October 31, 2025 | 2 hours | F.Y. 2025-26 -02 | 10 | F.Y. 2025-26 -02 | 17 |
| 11 | Webinar on "Role & Responsibilities of Independent Directors " | Saturday, October 17, 2026 | 2 hours | F.Y. 2026-27 -01 | 11 | F.Y. 2026-27 -02 | 19 |
| 12 | Webinar on "An Insight Into Inter-Corporate Loans and Investments" | Saturday, October 24, 2026 | 2 hours | F.Y. 2026-27 -02 | 12 | F.Y. 2026-27 -02 | 21 |