



CLAROID PHARMACEUTICALS LIMITED
(Formerly Known As: Claroid Pharmaceuticals Private Limited)
CIN: U24304GJ2018PLC103796

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CLAROID PHARMACEUTICALS LIMITED
FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Familiarization Program ("the Program") for Independent Directors of Claroid Pharmaceuticals Limited ("the Company") has been adopted by the Board of Directors pursuant to Regulation 25 (7) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.



1. 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:

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

Further, Regulation 46(2) of the Listing Regulations requires the Company to disseminate on its website the details of familiarization programs imparted to independent directors including the following details:

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

The program is designed in alignment with the evolving norms of Corporate Governance and the responsibilities of Independent Directors as prescribed under the Companies Act, 2013 and the Listing Regulations.

The Company facilitates the Board members in acquiring comprehensive knowledge of its business operations, industry dynamics, and the applicable regulatory landscape through access to relevant reports, documents, and industry-related insights.

All Independent Directors are apprised of their roles and responsibilities upon their appointment through a formal letter of engagement, which clearly outlines the terms and conditions governing their association with the Company.

Executive Directors and members of the Senior Management team provide an overview of the Company’s operations and acquaint newly inducted Non-Executive Directors with the Company’s core values and commitments. Additionally, they are introduced to the organizational structure, composition of various committees, board functioning protocols, risk management mechanisms, and related governance practices.

Board Members are extended several opportunities to familiarize themselves with the Company, its leadership, and business operations. The Directors are provided with all requisite documentation and materials to enhance their understanding of the Company’s functioning, its operational landscape, and the industry in which it operates.

2. FAMILIARIZATION PROCESS

As trustees of shareholders, independent directors play a pivotal role in upholding corporate governance norms and ensuring fairness in decision making. Being experts in various fields, they also bring independent judgement on matters of strategy, risk management, controls and business performance.

At the time of appointing a new Independent Director, a formal letter of appointment is given to the Director, inter alia, explaining the role, duties and responsibilities of the Director. The Director is also explained in detail the compliances required from him / her under the Act, SEBI Regulations and other relevant regulations.

By way of an introduction to the Company, presentations are also made to the newly appointed Non-Executive Directors (including Independent Directors) on relevant information like overview of the Company’s



businesses, market and business environment, growth and performance, organisational set up of the Company, governance and internal control processes.

Ongoing familiarization aims to provide insights into the Company and the business environment to enable all the Independent Directors to be updated of newer challenges, risks and opportunities relevant in the Company's context and to lend perspective to the strategic direction of the Company.

The program shall be conducted in such manner as to facilitate and convenience the Independent Directors and enable them to attend the same in view of their busy schedules.

3. ROLE OF INDEPENDENT DIRECTORS

- To help in bringing an independent judgement to bear on Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.
- To bring an objective view in evaluation of the performance of Board and management.
- To scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance.
- To satisfy themselves on the integrity of financial information and that the financial controls and the systems of risk management are robust and defensible.
- To safeguard the interest of all the shareholders of the Company.
- To balance the conflicting interest of the shareholders and management, if and when such a situation arises.
- To play important role in appointment, removal and determination of appropriate remuneration of executive/whole-time/managing directors, key managerial personnel and senior management personnel.
- To ensure the effectiveness of the Board as the oversight body to oversee what the management does.
- To identify the most critical issues for the Board to deal with.
- To assist the Board in achieving consensus on important issues.
- To play the role of a facilitator outside the board room especially on contentious issues.
- To work with CEO/CFO/Managing Director/Whole-time Director to prioritise issues, set the agenda and enable it to focus on substantive issues.
- To ensure that Board conversations do not veer in the direction of certain unwanted topics/individual preferences.
- To provide candid feedback to CFO/Managing Director/Whole-time Director.

4. POLICY REVIEW

In case of any subsequent changes in the provisions of the Listing Regulations or any other regulations which makes any of the Clauses/provisions in the Policy inconsistent with the Regulations, the provisions of the Listing Regulations would prevail over the Policy and the Clauses/provisions in the Policy would be deemed to be modified accordingly. The Board also, at its discretion, has the power to review and revise the Policy.



5. DISCLOSURE ON WEBSITE

As required under the SEBI Listing Regulations, the Policy will be disclosed on the website of the Company www.claroidpharma.com
