

**One 97 Communications Limited**  
**Policy on**  
**Familiarization Programme for Independent Directors**  
**Version 2.0**

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<b>Policy Version</b>	<b>Date of Board Approval</b>	<b>Effective Date</b>
Version 1.0	September 30, 2021	November 18, 2021
Version 2.0	March 26, 2026	March 26, 2026

## Table of Contents

S. No.	Particulars	Page No.
I.	Introduction	3
II.	Effective Date	3
III.	Process of Familiarisation with the Company (a) Induction Familiarisation Modules (b) Continual Familiarisation Modules	3-4
IV.	Policy review	4
V.	Disclosure	4

## Policy on Familiarization Programme for Independent Directors

### I. Introduction

The Board of Directors (“**Board**”) of One 97 Communications Limited (“**Company**”) in pursuance of Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and other applicable provisions (including any statutory enactments / amendments thereof) adopted the policy on familiarization programme for independent directors (“**Policy**”) on September 30, 2021.

This Policy is applicable solely to the independent directors appointed on the Board of the Company.

### II. Effective Date

The Policy came into force with effect from November 18, 2021 when the shares of Company got listed on Indian stock exchanges (NSE and BSE).

### III. Process of Familiarisation with the Company

In order to ensure effectiveness of the Board, the Company ensures that independent director(s), at the time of their respective induction(s), are familiarized with *inter alia* the Company, their roles, rights and responsibilities vis-à-vis the Company, nature of the industry in which the Company operates and the business model of the Company.

Further, even after their induction(s), independent director(s) are required to be updated on the changes in policies and programmes, applicable laws and the general business environment, on an annual basis or even earlier as and when required and in the manner deemed appropriate (for example, presentations, training, updates, discussions during Board and Committee meetings etc.).

Snapshot of the two above-mentioned modules is set out below:

- (a) **Induction Familiarisation Modules:** At the time of induction, the independent directors are provided an overview on the following matters:
- Company’s history.
  - Criteria of independence applicable to Independent Directors as per Regulation 17 of the SEBI Listing Regulations and Section 149(6) of the Companies Act, 2013.
  - The Company’s operations, comprising the Company’s business verticals, business model, clientele and functional service offerings.
  - Key financial highlights and financial controls.
  - The Paytm group (comprising the subsidiaries, joint ventures and associate companies).
  - Board and committees of the Board, and their respective charter and functioning.
  - Overview of key managerial personnel.
  - Corporate governance practices, processes and procedures.
  - Corporate social responsibility (CSR), business responsibility and sustainability (BRS) and environment, social and governance (ESG) initiatives of the Company.
  - Risk management systems and framework.
  - Vigil mechanism/whistle blower policy, Code of Conduct for directors and senior management etc.
  - Roles, functions, duties, responsibilities and liabilities of independent directors;
  - Directors responsibility statement forming part of Board’s report.

(b) **Continual Familiarisation Modules:** In order to ensure that the independent directors remain updated on the business and operations of, and other relevant matters pertaining to, the Company, the said directors shall be provided with all relevant information in respect of, amongst others, the following matters:

- Updates on significant developments in the Company, which may include its operations, industry position, strategies, competitiveness, business / financial performance, etc.
- Updates regarding budgets, working capital management and fund flows.
- Internal and statutory audits.
- Updates regarding codes, policies and initiatives (as applicable) of the Company on CSR, BRS, ESG, nomination and remuneration criteria, vigil mechanism/whistle blower, risk management, internal controls, corporate governance, insider trading, etc.
- Updates on significant amendments in applicable corporate and other laws, and their impact on the Company.

Independent directors also get to interact with the senior management of the Company, as and when required.

#### **IV. Policy review**

The Board may, subject to applicable laws, amend, suspend or rescind, as the case may be, this Policy, at any time. Notwithstanding the foregoing, the Policy shall be reviewed by the Board at least once every two years and updated accordingly. Any difficulties or ambiguities in the Policy will be resolved by the Board in line with the broad intent of the Policy. The Board may also establish further rules and procedures, from time to time, to give effect to this Policy.

In the event of any conflict between the provisions of this Policy and of the applicable law, the applicable law for the time being in force shall prevail over this Policy.

#### **V. Disclosure**

This Policy shall be uploaded on the Company's website for public information and a web link for the same shall also be provided in the annual report of the Company.